

EXHIBIT E

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF NORTH CAROLINA
WESTERN DIVISION

CIVIL ACTION NO.: 5:17-CV-259-BO

VOIT TECHNOLOGIES, LLC,)
)
Plaintiff,)
)
v.)
)
DEL-TON, INC.,)
Defendant.)

DECLARATION OF JOSEPH A. SCHOUTEN

Joseph A. Schouten, deposes and says:

1. I am an attorney with the law firm of Ward and Smith, P.A. The statements made in this Declaration are true of my own personal knowledge except those matters stated upon information and belief, which I believe to be true.

2. I have been duly licensed to practice law in since 2004. Since 2004, I have been actively engaged in the private practice of law.

3. I was initially licensed in the State of Illinois in 2004, where I practiced at Jenner & Block, LLP's Chicago, Illinois office. While at Jenner & Block, a significant part of my practice included work on patent infringement matters.

4. I joined Ward and Smith, P.A. (the "Law Firm") and began working in its Raleigh, North Carolina office in November 2008. I became duly licensed to practice law in the State of North Carolina in 2009. After joining the Law Firm, I continued to focus my practice on patent infringement and other intellectual property litigation.

5. My practice has always been in the area of civil litigation, with a primary focus on intellectual property and complex business litigation. I am a member of the North

Carolina Bar Association's Intellectual Property Section. I devote a significant amount of my non-billable time staying informed of developments relevant to patent infringement litigation.

6. I regularly practice before the federal courts of North Carolina, including the Eastern, Western, and Middle Districts of North Carolina. I also have practiced in the area of intellectual property litigation in federal district courts in other parts of the country, including, the District of Delaware, the Northern District of Illinois, the Eastern District of Pennsylvania, and the District of Maine.

7. I am a Shareholder with the Law Firm and currently bill my time at the rate of \$415/hour. However, much of my time in this matter has been billed at my prior hourly rate of \$410/hour. Attached hereto as Exhibit 1 is my law firm biography and the biographies of other Ward and Smith, P.A. attorneys who worked on this matter.

8. I have been involved in all aspects of the Law Firm's representation of Del-Ton, Inc. ("Del-Ton") in this lawsuit since Voit first filed its Complaint on May 26, 2017.

9. The purpose of this Declaration is to set out the fees and expenses Del-Ton has incurred with respect to the Law Firm's representation of Del-Ton in this lawsuit from June 9, 2017 through the initial preparation of this Motion for Attorneys' Fees.

10. This Declaration will also address some of the facts that support an award of Del-Ton's attorneys' fees in this litigation, namely facts relating to Voit's filing of this lawsuit solely to extract a nuisance-value settlement while avoiding a ruling on patent eligibility. While it is my belief that the weakness of Voit's case is alone sufficient basis for an award of fees, it is my further belief that these additional facts provide further support for an award of fees.

Del-Ton's Fees

11. The total fees billed to Del-Ton by the Law Firm for this matter is \$128,535.00 and the total expenses are \$716.75 for a total of \$129,251.75 in fees and expenses.

12. Attached hereto as Exhibit 2 are redacted invoices representing all of the time and expenses that have been billed to Del-Ton by the Law Firm. Those invoices have been redacted to avoid disclosure of attorney-client privileged communications and work product. Unredacted versions of these invoices will be submitted for the Court to consider, *in camera*, upon request.

13. A summary chart evidencing the total hours worked and rates charged by the Law Firm attorneys and staff who worked on this matter is attached hereto as Exhibit 3. My billing rates and the billing rates of the other individuals who worked on this matter are consistent with the usual and customary rates charged by the Law Firm for work performed by such individuals and, upon information and belief, are reasonable and customary rates in the community within which we practice, which encompasses the Eastern District of North Carolina.

14. The Law Firm creates and maintains records of legal services rendered and expenses incurred for each client. During the course of this litigation, the Law Firm regularly prepared and sent the invoices attached as Exhibit 2 to Del-Ton reflecting the services rendered, expenses incurred, and total amount owed. I personally reviewed each of these invoices before they were sent to the client and they accurately reflect the work performed for the client and the time spent performing such work.

15. Significantly, the Court will note that the total amount reflected on the invoices attached as Exhibit 2 is *less than* the summary of total hours worked at the rates charged at Exhibit 3. This is the result of my personal review of each invoice before it was sent to Del-Ton

for payment. I used every effort to reduce the amount invoiced to Del-Ton in the event that I believed the time spent to be duplicative or in excess of what could reasonably be billed to Del-Ton. As a result, the amount actually billed to Del-Ton (and the amount sought in the present Motion) is actually \$54,778.75 less than the time attorneys at the Law Firm spent working on the case.

16. At all times, the Law Firm conducted its work in this case as efficiently as possible. Tasks were allocated to support staff when appropriate and younger attorneys and paralegals were utilized when appropriate. We worked carefully and cooperatively to avoid duplication of effort and to divide the work in a manner that made both economic and strategic sense.

17. I have personally supervised all of the work the Law Firm has performed for Del-Ton. The following attorneys, whose biographies are provided at Exhibit 1, are the primary attorneys other than me who have worked on this matter and their billing rates along with a summary of their roles:

a. Caroline B. McLean, Associate (\$315-330/hr.): Ms. McLean is a former law clerk to the Honorable Louise W. Flanagan, United States District Court Judge for the Eastern District of North Carolina. Among other things, Ms. McLean drafted pleadings, motions, briefs, and responsive filings and analyzed and researched various legal issues.

b. Marla S. Bowman, Associate (\$240-275/hr.): Ms. Bowman's primary role was with respect to legal research and analysis; and drafting motions and briefs. Ms. Bowman also was prepared to argue two Motions that were filed by Voit.

18. In addition to the attorneys involved in the Law Firm's representation of Del-Ton, paralegal Kathryn Fleming had an active role in the litigation. Ms. Fleming assisted with

filings, document management, and hearing preparation. Ms. Fleming has been a paralegal for 11 years and her rate is \$160-165/hr.

19. Although this matter was resolved on Del-Ton's Motion to Dismiss, as demonstrated by the docket for this case, considerable effort was required to properly defend Del-Ton's interests. Among other activities, substantial motion practice occurred in the life of this case. Del-Ton fully briefed the following Motions:

- a. Del-Ton's Motion to Dismiss (D.E. 13);
- b. Del-Ton's Motion for Bond (D.E. 15);
- c. Voit's Motion to Strike Affirmative Defenses (D.E. 21); and
- d. Voit's Motion to Dismiss Counterclaims (D.E. 23).

20. Del-Ton also was forced to respond to Voit's Motion to Stay all deadlines relating to Del-Ton's Motion for Bond. (D.E. 25). The Court denied Voit's Motion. (D.E. 31).

21. Based upon my experience, each of the Motions filed by Voit described above are atypical in cases of this nature and led to an increase in the amount of fees Del-Ton was forced to expend in defending itself.

22. In addition to the above-described motion practice, the Law Firm performed at least the following work:

- a. analysis of claims and defenses, including, among other things, detailed factual analysis on Voit's claim of direct infringement;
- b. preparation of Del-Ton's Answer, Counterclaims, and Affirmative Defenses, including supporting legal and factual research
- c. review and analysis of Voit's infringement contentions (*see* L.R. 303.1);
- d. preparation of non-infringement and invalidity contentions, including, among other things, research regarding prior art relating to Voit's patent-in-suit (*see* L.R. 303.3);
- e. preparation of proposed terms for claim construction (*see* L.R. 304.1);

- f. review and analysis of Voit's proposed terms for claim construction;
- g. research and analysis regarding proposed constructions for claim terms at issue, including review and analysis of extrinsic evidence in support of constructions (*see* L.R. 304.2);
- h. preparation for and participation in Rule 26(f) Conference;
- i. preparation of Initial Disclosures; and
- j. preparation for and representation of Del-Ton at the hearing on the above-described Motions.

23. Based upon my experience and my knowledge relating to fees expended in other patent infringement matters, the charges to Del-Ton set out in the Law Firm's invoices are fair and reasonable, and the number of hours expended and the costs incurred were reasonable and necessary to the representation of Del-Ton with respect to this lawsuit. Upon information and belief, the fees charged as set out herein also are in keeping with the customary charges of attorneys performing similar legal services within the community of attorneys who practice in this area within the Eastern District of North Carolina.

24. It is my view that the fees charged to Del-Ton with respect to this litigation were reasonable and necessary for the conduct of this case and were necessary to appropriately represent Del-Ton's interests and prepare its successful defense.

Voit's Strategy of Using Nuisance Value Settlements to Avoid a Ruling on Patent Eligibility

25. On or about June 22, 2017, I reached out to counsel for Voit to request an extension of time to respond to Voit's Complaint. At that time, Voit's counsel asked if Del-Ton would be interested in an early settlement to resolve the matter. I responded that Del-Ton would consider early settlement and Voit's attorney indicated that he would provide Voit's initial settlement demand shortly.

26. Almost 3 weeks later, on July 10, 2017, Voit's attorney finally provided Voit's initial settlement demand. The demand was for the amount of \$20,000.00. A true and correct copy of Voit's email communicating this demand is attached hereto as Exhibit 4.

27. Because of the delay in receiving the demand, the Law Firm already had begun to prepare Del-Ton's defense to Voit's Complaint at the time the \$20,000.00 offer was communicated. Therefore, Del-Ton rejected Voit's demand, and offered a walk-away settlement pursuant to which Del-Ton would not pay Voit any money, but Del-Ton would forego recovery of any fees it already had expended in preparing its defense. A true and correct copy of Del-Ton's counteroffer is also contained in the document attached hereto as Exhibit 4.

28. Voit rejected Del-Ton's counteroffer. A true and correct copy of Voit's rejection of Del-Ton's counteroffer is also contained in the document attached hereto as Exhibit 4.

29. After receiving Voit's rejection of its counteroffer, Del-Ton continued to prepare its substantive defense in this matter.

30. Del-Ton eventually filed its: Answer, Counterclaims, and Affirmative Defenses (D.E. 12); Motion to Dismiss (D.E. 13); and Motion for Bond (D.E. 15) on July 20, 2017.

31. The parties did not discuss settlement again until after the Court held its hearing on Del-Ton's Motion to Dismiss on November 16, 2017.

32. On or about December 4, 2017, shortly after the hearing on the Motion to Dismiss, counsel for Voit reached out to again discuss settlement. It was my impression during that call that Voit was willing to take any amount of money to settle the matter, but that Voit was still insisting on some payment (even as little as \$1000.00) from Del-Ton. We did not discuss specific numbers but this was my impression during the call. It was also my impression (although

Voit counsel did not say so) that Voit was concerned with securing a quick settlement so as to avoid the Court ruling on Del-Ton's Motion to Dismiss.

33. On or about December 11, 2017, Voit's attorney again reached out regarding settlement. This time Voit offered to resolve the matter through a walk-away settlement—even though it had rejected this exact proposal 5 months prior. A true and correct copy of the communication from Voit offering a walk-away settlement is attached hereto as Exhibit 5.

34. Del-Ton had rejected this proposal, opting instead to continue to pursue its Motion to Dismiss and the opportunity to recover its fees from Voit.

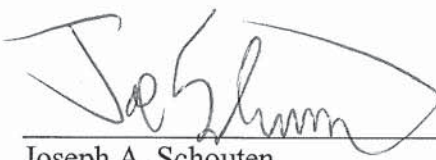
35. Based on my interactions with Voit, as described above, it is my belief that Voit's conduct in this litigation represents a strategy of pursuing nuisance value settlements, but doing everything within its power to avoid rulings from the Court on whether its patent contains any patentable subject matter.

36. Voit's \$20,000.00 initial offer represented a fraction of the potential litigation costs for fully litigating this matter. And, once an Order on Del-Ton's Motion to Dismiss became a possibility, Voit reached out multiple times to try and settle the matter – even agreeing to walk away from the case with no payment from Del-Ton.

37. My review and analysis of, and understanding about, Voit's 36 other lawsuits supports this conclusion.

I hereby declare, under penalty of perjury, that the foregoing is true and correct.

This the 25th day of January, 2018.

A handwritten signature in black ink, appearing to read 'Joe Schouten', written over a horizontal line.

Joseph A. Schouten

EXHIBIT 1



Joseph A. Schouten

E: jas@wardandsmith.com

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F: 919.277.9177

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Raleigh, NC 27636-3009

Professional Experience

Joe's practice experience encompasses various areas of litigation. He represents clients in all phases of litigation, including trial. He counsels clients in cases involving contract law, unfair competition, telecommunications, and trade secret misappropriation. In addition, he has experience handling intellectual property disputes, particularly patent and trademark infringement claims.

Prior to joining the firm, Joe practiced with a law firm in Chicago and served as an intern for the Honorable Lynn Adelman, District Court Judge, Eastern District of Wisconsin, Milwaukee.

Practice Concentrations

Business and Commercial
Litigation

Federal Civil Practice

Intellectual Property Litigation

Education

J.D., College of William & Mary Law
School, 2004. Notes Editor, [William
and Mary Law Review](#).

B.A., *summa cum laude*, University
of Dayton, 2001

Admitted to Practice

North Carolina, 2009

Illinois, 2004

All state courts in North Carolina

All state courts in Illinois

United States Court of Appeals for
the Federal Circuit

United States Court of Appeals for
the Fourth Circuit

United States District Court for the
Eastern, Middle, and Western
Districts of North Carolina

United States District Court for the
Northern District of Illinois

Representative Experience

Defended background screening and records management company in suit alleging trademark infringement

Represented retailer in suit involving competitor's infringement of client's trademark

Represented multiple manufacturers of outdoor leisure products in patent infringement actions based on competitors' sales of infringing products

Served as local counsel for pharmaceutical company in patent infringement litigation

Defended manufacturer of plastic packaging in successful jury trial involving claims of patent infringement and tortious interference

Represented life sciences company in suit based on competitor's misappropriation of client's trade secrets

Represented company that provides custodial services in obtaining injunctive relief against competitor and former employee based on misappropriation of trade secrets

Represented physical therapy provider in defeating request for injunctive relief based on alleged breach of covenant not to compete and misappropriation of trade secrets

Representing client in suit seeking royalties due pursuant to a consulting agreement

Represented financial institutions in obtaining dismissals of lawsuits, including class actions, involving claims of breach contract, fraud, and deceptive trade practices

Professional and Community Affiliations

American Bar Association

Attorney Registration and Disciplinary Commission of Supreme Court of Illinois

Federal Bar Association

North Carolina Bar Association — Sections: Intellectual Property Law; Litigation



Caroline B. McLean

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Asheville, NC 28802-2020

Professional Experience

Caroline's practice experience encompasses various areas of commercial and business litigation. She tries products liability, property disputes, intellectual property litigation, including patent and trademark litigation, contract disputes, and banking litigation cases in the federal and state courts in North Carolina, including the North Carolina Business Court.

Prior to joining the firm, she clerked for The Honorable Louise W. Flanagan of the Eastern District of North Carolina.

Practice Concentrations

Business, Civil, and Commercial
Litigation

Contracts Litigation

Education

J.D., *with high honors*, The
University of North Carolina School
of Law, 2010. Order of the Coif,
Articles Editor, North Carolina Law
Review.

B.A., *with distinction*, University of
Virginia, 2007. Jefferson Scholar.

Admitted to Practice

North Carolina, 2010

United States Court of Appeals for
the Fourth Circuit

United States District Court for the
Eastern, Middle, and Western
Districts of North Carolina



Honors and Distinctions*

"Rising Star," North Carolina Super Lawyers, 2016-2017



Representative Experience

Representation of company in patent infringement litigation for utility and design patents

Representation of publicly traded energy company in federal lawsuit involving complex title issues

Representation of financial institution at bench trial in breach of contract dispute involving deposit accounts

Representation of financial institution in defense of lawsuit alleging claims of breach of fiduciary duty, aiding and abetting breach of fiduciary duty, and unfair and deceptive trade practices in the North Carolina Business Court

Representation of international company in products liability lawsuits arising out of national products recall

Representation of credit reporting agency in federal lawsuit alleging violation of Fair Credit Reporting Act

Representation of company in federal lawsuit alleging violation of Telephone Consumer Protection Act

Professional and Community Affiliations

Federal Bar Association

Harry C. Martin Inn of Court

Jefferson Scholars Regional Selection Committee (member, 2013-present)

North Carolina Bar Association—Sections: Antitrust and Complex Business Disputes; Litigation

North Carolina Business Court (member, Rules Advisory Committee; member, Pre-Trial and Trial Practice Subcommittee)

U.S. Government Top Secret Security Clearance

United States District Court for the Eastern District of North Carolina (member, Civil Rules Subcommittee)

YMCA of Western North Carolina (board member)

* Please see the following websites for an explanation of the membership standards for the following recognitions: www.bestlawyers.com; businessnc.com/special-sections/legal-elite/; and www.superlawyers.com/north-carolina.



Marla S. Bowman

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Raleigh, NC 27636-3009

Professional Experience

Marla's practice experience focuses on a broad range of business, civil, and commercial litigation matters in state and federal court. Clients rely on Marla for her advice regarding business and family disputes, which often are one and the same. She also frequently represents clients in cases involving contract disputes.

Marla focuses on using the rules of civil procedure to pursue her clients' objectives while following legal trends to pursue newly opened avenues of redress for her clients. Businesses can rely on her to utilize the latest technology to leverage efficient results. She has significant experience in cases involving large amounts of electronic discovery.

Prior to joining the firm, Marla graduated in the top of her class at the University of Florida where she served as the Editor in Chief of the Florida Law Review – a top 30 national law journal that covers the legal topics and trends that form the core of her civil litigation practice. She also served as a judicial intern for two federal magistrate judges for the United States District Court for the Southern District of Florida.

Practice Concentrations

Business, Civil, and Commercial Litigation

Intellectual Property Litigation

Trusts and Estates Litigation

Education

J.D., *magna cum laude*,
University of Florida Levin
College of Law, 2015. Order of
the Coif, Florida Blue Key, Editor
in Chief, Florida Law Review.

B.A., *magna cum laude*,
University of Central Florida,
2012. Order of Pegasus,
President's Leadership Council,
Burnett Honors College.

Admitted to Practice

North Carolina, 2015

All state courts in North Carolina

United States District Court for the
Eastern and Middle Districts of
North Carolina

Representative Experience

Representation of client in large multi-million dollar dispute involving royalties owed under a contract

Representation of client in arbitration involving dispute over compensation owed pursuant to an employment agreement

Representation of client in trusts and estate dispute involving claims of constructive fraud resulting in dismissal of all claims against client

Representation of client in dispute with the State of North Carolina regarding recovery of certain taxes, fees, and penalties

Representation of limited liability company member in pursuing a derivative action against a company

Representation of a business in enforcing an employee's non-compete agreement

Representation of client in family dispute involving property inherited under a will

Professional and Community Affiliations

American Bar Association — Section: Litigation

Cardozo Society

Federal Bar Association — Section: Federal Litigation

North Carolina Bar Association — Section: Litigation, Young Lawyers Division

EXHIBIT 2

Del-Ton, Inc.
Please remit to:
Post Office Box 867
New Bern, NC 28563-0867
Ph: 252.672.5400Wiring Instructions:
Bank Information: First-Citizens Bank &
Trust Company
Raleigh, NC
Bank Account Number: 1112454087
Bank Account Name: Ward and Smith, P.A.
Office Trust Account
ABA Routing Number: 053100300
Include Invoice or Client Number

Ward and Smith, P.A. is committed to providing professional services of superior quality. If you need assistance with your statement, please contact Client Services at 252-672-5544. If you are not completely satisfied with our services, please contact Michael R. Epperson, Chief Operating Officer, at 252-672-5483. Thank you for allowing us to serve you.

Inv. Date: 2-Aug-2017	Inv. #: 3752209	Client #: 101145
Previous Balance:		\$0.00
Payments Received:		0.00
Current Fees for Professional Services:		28,250.00
Current Expenses:		0.00
Late Payment Charge:		0.00
Payments From Retainer:		0.00
Retainer Billed / Applied (-):		0.00
Balance Due:		\$28,250.00
Retainer Balance:		\$10,000.00

Payment due upon receipt. A late payment charge of 1.50% per month will be added to amounts outstanding for more than 30 days. 0221

ASHEVILLE

GREENVILLE

NEW BERN

RALEIGH

WILMINGTON

www.wardandsmith.com

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
File #: 101145-00007

Services

<u>Date</u>	<u>Description of Services</u>
06/08/17	Initial conference with J. Brock to discuss Voit Technologies, LLC patent infringement lawsuit and strategy to respond to same
06/09/17	Initial review and analysis of Complaint for patent infringement and related materials; initial investigation of Voit Technologies, LLC, including other assertions of patent infringement; formulation of initial strategy
06/12/17	Further review and analysis of materials, including asserted patent, re patent infringement lawsuit and initial formulation of strategy
06/12/17	Drafting of Defendant's Motion for Extension of Time to Answer Complaint and Answer
06/12/17	Further development of strategy to respond to patent infringement claim
06/13/17	Review and materials of pleadings and motions filed in other litigation brought by Voit Technologies, LLC for infringement of asserted patent; formulation of related strategy in light of other Voit cases
06/13/17	Review of federal court filings for similar cases filed by Voit Technologies, LLC and report to attorney re same
06/14/17	Drafting of Notice of Appearance and financial disclosure form; review of court dockets for additional Voit Technologies, LLC filings
06/14/17	Further review and analysis of Voit infringement claims and materials attached to Complaint; analysis of Motions to Dismiss and related materials filed in other Voit litigations; conference with client re strategy going forward and next steps; analysis of issues re North Carolina Abusive Patent Practices Statute
06/15/17	Preparation of Document Preservation correspondence to client; further review and analysis and formulation of strategy re potential counterclaim for abusive patent practices
06/16/17	Revision of Motion for Extension of Time to Answer
06/16/17	Formulation of strategy and analysis of issues re potential NC Abusive Patent Claims Act Counterclaim against Voit and analysis of related law and statute; formulation of strategy and analysis of issues re potential Motion to Dismiss based on non-infringement
06/19/17	Discussion with opposing counsel re case, next steps, and potential early settlement; review and analysis of documents re Motion for Extension of Time to respond to Complaint; correspondence to client re status update, strategy, and next steps; analysis of potential Counterclaims
06/20/17	Analysis of new deadlines and strategy for filing answer, counterclaims and various motions
06/20/17	Analysis of case law and related factual background re potential Motions to Dismiss based on Alice Supreme Court case and/or single entity rule for method patents; formulation of related litigation strategy
06/21/17	Additional formulation of strategy and analysis of issues re potential Motion to Dismiss based on Alice Supreme Court case

Inv. #: 3752209

2-Aug-2017

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Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
File #: 101145-00007

<u>Date</u>	<u>Description of Services</u>
06/22/17	Finalize Motion for Extension of Time, Notice of Appearance and Financial Disclosures and file with EDNC
06/22/17	Analysis of issues re arguments for Motion to Dismiss based on no patentable subject matter and formulation of related strategy
06/23/17	Evaluation of strategy for responsive pleadings and answer and counterclaim
06/23/17	Analysis of issues re cases to support Motion to Dismiss Complaint based on lack of patentable subject matter; formulation of strategy re Motion for Bond under Abusive Patent Practices Act
06/24/17	Preparation of Answer and Counterclaims
06/26/17	Further preparation of answer and counterclaim; analysis of pleading claims under the NC Abusive Patent Claims Act and preemption issues; additional allegations in Complaint to avoid preemption arguments; initial preparation of Motion for Bond; evaluation of case law under FRCP 64 for federal court enforcement of prejudgment relief under state law
06/27/17	Formulation of strategy re Motion for Bond and factors weighing in favor of bond; analysis of issues and formulation of strategy re potential Motion to Dismiss under Rule 12(b)(6)
06/27/17	Analysis of other cases that Del-Ton, Inc., Inc. has filed within the last year using the same Complaint; preparation of Memorandum in support of Motion for Bond
06/28/17	Preparation of Memorandum in Support of Motion for Bond; analysis of Voit lawsuits from across the country for similarities and arguments under NC Abusive Patent Claims Act
06/28/17	Initial preparation of Memorandum in Support of Motion to Dismiss based on Section 101; review and analysis of relevant case law and materials re Motion to Dismiss
06/29/17	Preparation of spreadsheet for comparison of all current Voit Technologies, LLC complaints in terms of claims, claim charts and references to Volusion for attorney review
06/29/17	Preparation of Memorandum in Support of Motion for Bond; analysis of Volusion Terms of Service to make factual arguments re Del-Ton, Inc.'s lack of control in brief; analysis of other litigation Voit has filed around the country and preparation of arguments that Voit's conduct violates NC Abusive Patent Claims Act
06/29/17	Analysis of potential Section 101 arguments in support of dismissing Complaint; formulation of strategy re Motion for Bond; further preparation of Memorandum in Support of Motion to Dismiss
06/30/17	Request of file history re U.S. Patent No. 6,226,412
06/30/17	Preparation of factual arguments concerning Volusion terms of service and analysis of potential affidavit from Volusion and/or client to bolster arguments for bond under NC 75-143
06/30/17	Preparation of Memorandum in Support of Motion to Dismiss based on Section 101 and formulation of related strategy; analysis of issues re Answer and Counterclaims

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
File #: 101145-00007

<u>Date</u>	<u>Description of Services</u>
07/01/17	Preparation of brief in support of Motion for Bond, particularly arguments in support of meritless claim because Del-Ton, Inc. does not practice all of the required steps of claimed invention; analysis of Akamai case law out of Federal Circuit and preparation of arguments
07/03/17	Analysis of "direct and control" standard for divided infringement under Akamai V and preparation of arguments in support of Motion for Bond; preparation of affidavit of Del-Ton, Inc. CFO, further preparation of Answer and Counterclaims based on language in Volusion terms of service and divided infringement analysis
07/03/17	Preparation of Memorandum in Support of Motion to Dismiss based on Section 101; formulation of strategy re arguments re divided infringement for Motion for Bond; analysis of issues re Counterclaims
07/04/17	Preparation of arguments in support of Memorandum in Support of Motion for Bond and Answer and Counterclaims; preparation of Motion for Bond
07/05/17	Review and analysis of Memorandum in Support of Motion for Bond and preparation of related comments; review and analysis of information related to file history and formulation of related strategy; analysis of issues re Volusion contract as a contract of adhesion; further analysis of issues re Motion to Dismiss based on Section 101
07/06/17	Review and analysis of Affidavit to Support Motion for Bond; formulation of strategy re arguments for Motion for Bond; review and analysis of documents from File History for patent-in-suit and formulation of strategy re use of documents; review and analysis of law explaining the impact of Alice decision for use in Motions
07/07/17	Preparation of affidavit of J. Brock in light of additional research re Volusion software; analysis of preemption and other legal arguments related to motion to dismiss; further preparation of Answer and Counterclaims to avoid preemption arguments
07/07/17	Preparation of Memorandum in Support of Motion to Dismiss; review and analysis of case law and potential arguments re preemption and the Abusive Patent Practices Act; analysis of issues re divided infringement; formulation of strategy re client Affidavit; correspondence to client re status and next steps
07/10/17	Further preparation of Memorandum in Support of Motion to Dismiss; review and analysis of settlement offer from Plaintiff; discussion with client re next steps and settlement strategy
07/11/17	Preparation of correspondence to opposing counsel conveying settlement offer responses and supporting facts and arguments; formulation of related strategy
07/12/17	Correspondence to opposing counsel explaining settlement position and lack of merit to Plaintiff's Complaint; review and analysis of statutory materials for use in correspondence to opposing counsel
07/14/17	Review and analysis of response from opposing counsel re settlement and formulation of related strategy; further preparation of Motion to Dismiss Complaint, including preparation of arguments re no inventive concept Direct Administrative Services

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
File #: 101145-00007

Total Fees for Services : \$28,250.00

Total Fees for Services and Expenses for this Matter: \$28,250.00

Please remit to:
Post Office Box 867
New Bern, NC 28563-0867
Ph: 252.672.5400

Del-Ton, Inc.



Wiring Instructions:
Bank Information: First-Citizens Bank &
Trust Company
Raleigh, NC
Bank Account Number: 1112454087
Bank Account Name: Ward and Smith, P.A.
Office Trust Account
ABA Routing Number: 053100300
Include Invoice or Client Number

Ward and Smith, P.A. is committed to providing professional services of superior quality. If you need assistance with your statement, please contact Client Services at 252-672-5544. If you are not completely satisfied with our services, please contact Michael R. Epperson, Chief Operating Officer, at 252-672-5483. Thank you for allowing us to serve you.

Inv. Date: 2-Aug-2017 Inv. #: 3752209 Client #: 101145

Previous Balance:	\$0.00
Payments Received:	0.00
Current Fees for Professional Services:	28,250.00
Current Expenses:	0.00
Late Payment Charge:	0.00
Payments From Retainer:	0.00
Retainer Billed / Applied (-):	0.00
Balance Due:	\$28,250.00

Retainer Balance: \$10,000.00

**THIS INVOICE IS PAYABLE UPON RECEIPT.
PLEASE RETURN THIS PAGE WITH YOUR REMITTANCE.**

Payment due upon receipt. A late payment charge of 1.50% per month will be added to amounts outstanding for more than 30 days. 0221

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NEW BERN

RALEIGH


WILMINGTON

www.wardandsmith.com

Del-Ton, Inc.
**Please remit to:**Post Office Box 867
New Bern, NC 28563-0867
Ph: 252.672.5400**Pay your invoice online:**www.wardandsmith.com/onlinepayment**Wiring Instructions:**First-Citizens Bank & Trust Company
Raleigh, NC
Account #: 1112454087
ABA #: 053100300
Include Invoice or Client Number

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Inv. Date: 21-Sep-2017	Inv. #: 3755256	Client #: 101145
------------------------	-----------------	------------------

Previous Balance:	\$28,250.00
Payments Received:	0.00
Current Fees for Professional Services:	27,700.00
Current Expenses:	171.25
Late Payment Charge:	
Payments From Retainer:	0.00
Retainer Billed / Applied (-):	0.00
Balance Due:	\$56,545.00

Retainer Balance:	\$10,000.00
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Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
File #: 101145-00007

Services

<u>Date</u>	<u>Description of Services</u>
07/17/17	Analysis of strategy in light of settlement negotiations and communications from opposing counsel; communication with client re J. Brock Affidavit; preparation of Answer and Counterclaims, and Brief in Support of Motion for Bond
07/17/17	Preparation of Memorandum in Support of Motion to Dismiss; conference with J. Brock re strategy and next steps, and related communications
07/18/17	Preparation of Brief in Support of Motion for Bond; analysis of contract of adhesion and relevant law in North Carolina relating to same; preparation of Brief in Support of Motion to Dismiss; evaluation of strategy for filing; review of other necessary pleadings for Federal Court
07/18/17	Preparation of Memorandum in Support of Motion to Dismiss; analysis of issues and formulation of strategy re Motion for Bond; formulation of strategy re potential arguments in support of NCAPA claim
07/19/17	Further preparation of Memoranda in Support of Motion to Dismiss and Motion for Bond; formulation of strategy and analysis of issues re Answer and Counterclaims; analysis of issues re damages assertion and relation to patent misuse
07/20/17	Review and revision of Notice of Appearance, Answer and Counterclaims, Motion to Dismiss, Motion for Bond and Memorandum in Support; preparation of exhibits for filings; filing with EDNC Clerk of Court and copies to Judge Boyle
07/20/17	Finalization of all pleadings, motions, and briefs; review of citations and technical issues prior to filing, including case law and compliance with local and federal procedural rules; analysis of Voit's arguments in the Drucker case on divided infringement and evaluation of responses to same; finalization and filing of pleadings and communication with client re same
07/21/17	Finalization of correspondence letter to Judge Boyle and service of same
08/08/17	Correspondence with opposing counsel re extension of time to respond to Motions to Dismiss and for Bond; analysis of issues re Rule 26(f) conference and related correspondence to opposing counsel
08/09/17	Evaluation of Clerk's entry of 26(f) Order and proposed communications with opposing counsel re same; evaluation of case status and steps going forward
08/11/17	Analysis of pleadings filed by Voit in Drucker Labs case and evaluation of settlement and other pleadings issues; communication with Drucker Labs counsel re potential call
08/16/17	Development of strategy re potential responses in support of Motions to Dismiss and for Bond
08/21/17	Discussion with counsel for Drucker Labs re litigation against Voit and strategies for defending infringement claims against client
08/24/17	Review re for new cases filed by Voit Technologies; review status of original cases known; preparation of report for attorneys

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
File #: 101145-00007

<u>Date</u>	<u>Description of Services</u>
08/24/17	Initial analysis of response strategy to forthcoming motions and filings from Del-Ton; analysis of Boca Furniture and Drucker Labs filings for potential support for Atlas arguments and Motion for Bond arguments; research and analysis of Fourth Circuit case law re Motions to Dismiss Counterclaims for infringement and invalidity
08/25/17	Analysis of Plaintiff's Second Motion for Extension and formulation of related strategy
08/25/17	Initial preparation of outlines for responses to Voit Motions and responses
08/28/17	Evaluation of Plaintiff's Second Motion for Extension of Time, and communication with Clerk re same
08/28/17	Initial review and analysis of filings by Plaintiff and formulation of strategy re options and next steps
08/29/17	Review of Voit's multiple filings, including Motion to Dismiss, Motion to Strike Answer and Affirmative Defenses, Motion to Continue and Motion for Extension of Time; preparation of Response in Opposition to Motion to Continue and Motion for Expedited Briefing on such Motion; conference with Clerk re filings and issues re Motion to Continue; evaluation of Local Rule 6.1 and opposing counsel's failure to abide by its requirements; initial strategy for responses to other filings
08/30/17	Evaluation of correspondence from opposing counsel re Motions for Extension of Time and Rule 26(f) conference; analysis of proposed Notice sent by opposing counsel re extensions; considerations of Motion for Expedited Review of Motion to Continue; initial research and analysis of Fourth Circuit case law on Motions to Strike Affirmative Defenses, relevant standard, and applicability to patent infringement actions; development of strategy for responding to Motion to Strike; preparation of outline of response to Motion to Dismiss Counterclaims and initial preparation of memorandum in opposition
08/30/17	Correspondence with opposing counsel re pending Motions and Rule 26(f) Conference; review and analysis of Notice re Motions; formulation of strategy and analysis of next steps
08/31/17	Preparation of Response to Del-Ton's Motion to Dismiss; efforts to contact Clerk re Motion to Expedite; development of strategy for response in opposition to Motion to strike and analysis of relevant Fourth Circuit District Court case law
09/01/17	Formulation of strategy and analysis of issues re Opposition to Plaintiff's Motion to Dismiss and Motion to Strike
09/04/17	Initial review and analysis of Plaintiff's opposition to Motion to Dismiss and formulation of strategy re Reply
09/05/17	Analysis of Voit's Memorandum in Opposition to Motion to Dismiss; further analysis of Voit Memorandum for issues relating to compression technology, relational databases and batch communications
09/05/17	Further review and analysis of Plaintiff's Opposition to Motion to Dismiss and formulation of strategy re Reply; analysis of case law re presumption of validity and Burden of Proof in Section 101 challenges; analysis of case law cited by Plaintiff and formulation of plan for distinguishing law

Inv. #: 3755256

21-Sep-2017

Page 3

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Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
File #: 101145-00007

<u>Date</u>	<u>Description of Services</u>
	Direct Administrative Services

Total Fees for Services :	\$27,700.00
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Expenses Advanced

<u>Date</u>	<u>Description</u>	<u>Amount</u>
07/11/17	Expense Advance 7/5/17 Expense re Copy of Patent File History	171.25

Total Expenses Advanced:	\$171.25
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Total Fees for Services and Expenses for this Matter:	\$27,871.25
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Please remit to:


Post Office Box 867
New Bern, NC 28563-0867
Ph: 252.672.5400

Del-Ton, Inc.
**Pay your invoice online:**www.wardandsmith.com/onlinepayment**Wiring Instructions:**

First-Citizens Bank & Trust Company
Raleigh, NC
Account #: 1112454087
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Inv. Date: 21-Sep-2017 Inv. #: 3755256 Client #: 101145

Previous Balance:	\$28,250.00
Payments Received:	0.00
Current Fees for Professional Services:	27,700.00
Current Expenses:	171.25
Late Payment Charge:	
Payments From Retainer:	0.00
Retainer Billed / Applied (-):	0.00
Balance Due:	\$56,545.00

Retainer Balance: \$10,000.00

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Inv. Date: 19-Oct-2017	Inv. #: 3757368	Client #: 101145
------------------------	-----------------	------------------

Previous Balance:	\$56,545.00
Payments Received:	(28,250.00)
Current Fees for Professional Services:	25,650.00
Current Expenses:	0.00
Late Payment Charge:	0.00
Payments From Retainer:	0.00
Retainer Billed / Applied (-):	0.00
Balance Due:	\$53,945.00

Retainer Balance:	\$10,000.00
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Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
File #: 101145-00007

Services

<u>Date</u>	<u>Description of Services</u>
09/01/17	Preparation of Memorandum in Opposition to Motion to Dismiss
09/06/17	Analysis re Memorandum in Opposition to Motion to Dismiss; research re Motions to Strike Affirmative Defenses
09/06/17	Preparation of Memorandum in Support of Motion to Dismiss; formulation of strategy re arguments in Opposition to Motion to Dismiss Counterclaims and Motion to Strike; review and analysis of relevant case law
09/07/17	Preparation of draft of Memorandum in Response to Motion to Strike and Motion to Dismiss; preparation of comparison chart for additional Voit Cases re Affirmative Defenses, Motions to Strike and Motions to Dismiss; additional research re Motions to Strike
09/07/17	Representation of client at Rule 26(f) Conference, and preparation of same; formulation of strategy re Opposition to Motion to Strike; further preparation of Reply in Support of Motion to Dismiss
09/08/17	Review of additional Voit cases for Motion to Strike filings; preparation of comparison chart
09/08/17	Formulation of strategy re Opposition to Plaintiff's Motion to Strike and Motion to Dismiss; further preparation of Reply in Support of Motion to Dismiss
09/11/17	Preparation of Memorandum in Opposition to Motion to Strike; research and analysis re standard of review for Motion to Strike; preparation of Memorandum in Opposition to Motion to Dismiss
09/11/17	Further preparation of Reply in Support of Motion to Dismiss; analysis of issues re Motion for Bond
09/12/17	Preparation of Memorandum in Opposition to Motion to Strike
09/12/17	Further preparation of Reply in Support of Motion to Dismiss; formulation of strategy re response to Voit Motions
09/13/17	Further preparation of Memorandum in Opposition to Motion to Strike; preparation of Memorandum in Opposition to Motion to Dismiss Counterclaims
09/13/17	Further preparation of Reply in Support of Motion to Dismiss, including arguments re inventive concept as it relates to compression and relational database
09/14/17	Organization of case law for Reply Brief for attorney review
09/14/17	Finalization of Reply in Support of Motion to Dismiss; preparation of revisions to Opposition to Motion to Strike; formulation of strategy re remaining briefing issues
09/15/17	Initial drafting of Initial Disclosures; filing of Reply and Notice of Appearance
09/15/17	Further preparation of Memorandum in Opposition to Motion to Dismiss; research and analysis re Noerr-Pennington Doctrine
09/15/17	Finalization of Reply in Support of Motion to Dismiss; correspondence to client re Reply and formulation of related strategy; analysis of issues and formulation of strategy re Oppositions to Motion to Strike and Plaintiff's Motion to Dismiss

Inv. #: 3757368

19-Oct-2017

Page 2

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Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
File #: 101145-00007

<u>Date</u>	<u>Description of Services</u>
09/16/17	Further preparation of Memorandum in Opposition to Motion to Dismiss; research and analysis re Noerr-Pennington Doctrine; preparation of Memorandum in Opposition to Motion to Strike
09/17/17	Preparation of Memorandum in opposition to Motion to Dismiss Counterclaims; research and analysis re Joint Infringement
09/18/17	Review and organization of case law re Memorandum in Opposition to Motion to Dismiss; preparation and filing of Memorandum in Opposition to Motion to Dismiss and Memorandum in Opposition to Motion to Strike with EDNC
09/18/17	Preparation and analysis of Memorandum in Opposition to Motion to Dismiss Counterclaims; preparation and analysis of Memorandum in Opposition to Motion to Strike Affirmative Defenses
09/19/17	Communications to Court re status of Motions; correspondence to client re briefing and strategy moving forward
09/21/17	Review and analysis of opposing counsel's proposed Report re Rule 26(f) Scheduling Conference and preparation of proposed revisions
09/22/17	Analysis of issues re finalization of Rule 26(f) Report and related communications with opposing counsel
09/22/17	Review of Rule 26(f) Report and communications re same
09/29/17	Analysis of status and related issues re outstanding Motions and formulation of strategy moving forward Direct Administrative Services

Total Fees for Services : \$25,650.00

Total Fees for Services and Expenses for this Matter: \$25,650.00

Please remit to:

Post Office Box 867
New Bern, NC 28563-0867
Ph: 252.672.5400

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Inv. Date: 19-Oct-2017 Inv. #: 3757368 Client #: 101145

Previous Balance:	\$56,545.00
Payments Received:	(28,250.00)
Current Fees for Professional Services:	25,650.00
Current Expenses:	0.00
Late Payment Charge:	0.00
Payments From Retainer:	0.00
Retainer Billed / Applied (-):	0.00
Balance Due:	\$53,945.00

Retainer Balance: \$10,000.00

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Inv. Date: 30-Nov-2017	Inv. #: 3759671	Client #: 101145
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Previous Balance:	\$53,945.00
Payments Received:	(27,871.25)
Current Fees for Professional Services:	7,730.00
Current Expenses:	0.00
Late Payment Charge:	
Payments From Retainer:	0.00
Retainer Billed / Applied (-):	0.00
Balance Due:	\$34,188.50

Retainer Balance:	\$10,000.00
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Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
File #: 101145-00007

Services

<u>Date</u>	<u>Description of Services</u>
10/03/17	Analysis of issues re Initial Disclosures and compliance with proposed schedule; analysis of status re pending Motions and formulation of strategy re same
10/05/17	Further preparation of Initial Disclosures and formulation of strategy re same
10/06/17	Finalization of Rule 26(a)(1) Disclosures and correspondence to client re same; initial review and analysis of Plaintiff's Rule 26(a)(1) Disclosures and Infringement Contentions
10/09/17	Organization of documents received with Plaintiff's Initial Disclosures in preparation for attorney review
10/09/17	Further review and analysis of infringement contentions and initial disclosures from Plaintiff
10/17/17	Discussion with opposing counsel re settlement issues and case status; review and analysis of Court's Notice of Hearing and formulation of strategy re same; correspondence to client re discussion with opposing counsel and Court's Notice of Hearing, and review and analysis of client's response
10/18/17	Review and analysis of recent Federal Circuit opinion re Alice and formulation of strategy re use at hearing on Motion to Dismiss; analysis of additional materials re Plaintiff's litigation history for use at hearing re Motion for Bond
11/02/17	Review and analysis of new case law from Federal Circuit re Alice argument for Motion to Dismiss; formulation of strategy re arguments at Motion to Dismiss hearing
11/03/17	Formulation of initial strategy and preparation for Motion to Dismiss argument
11/06/17	Preparation for hearing on Motion to Dismiss and Motion for Bond; review and analysis of various materials for factual background to use of hearing; review and analysis of recent Federal Circuit case re Alice and Motion to Dismiss
11/07/17	Further preparation for hearing on Motion to Dismiss and Motion for Bond, including preparation of outline, review and analysis of case law, and formulation of strategy for visuals for Court
	Direct Administrative Services

Total Fees for Services : \$7,730.00

Total Fees for Services and Expenses for this Matter: \$7,730.00

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Ph: 252.672.5400

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Inv. Date: 30-Nov-2017 Inv. #: 3759671 Client #: 101145

Previous Balance:	\$53,945.00
Payments Received:	(27,871.25)
Current Fees for Professional Services:	7,730.00
Current Expenses:	0.00
Late Payment Charge:	
Payments From Retainer:	0.00
Retainer Billed / Applied (-):	0.00
Balance Due:	\$34,188.50

Retainer Balance: \$10,000.00

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Inv. Date: 23-Jan-2018	Inv. #: 3764039	Client #: 101145
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Previous Balance:	\$34,689.20
Payments Received:	0.00
Current Fees for Professional Services:	39,205.00
Current Expenses:	545.40
Late Payment Charge:	0.00
Payments From Retainer:	0.00
Retainer Billed / Applied (-):	0.00
Balance Due:	\$74,439.60

Retainer Balance:	\$10,000.00
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Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
File #: 101145-00007

Services

<u>Date</u>	<u>Description of Services</u>
11/08/17	Preparation for Motions hearing, including organization of documents for attorney review
11/08/17	Further preparation for Motions hearing; communications re strategy for argument at hearing
11/08/17	Preparation for hearing on Motion to Dismiss and Motion for Bond, and formulation of related strategy; review and analysis of pleadings and related materials; review and analysis of relevant case law
11/09/17	Preparation of documents; organization of case law; preparation of exhibits and bench books
11/09/17	Review of pleadings and cases in preparation for Motions hearing
11/09/17	Preparation for hearing on Motion to Dismiss and Motion for Bond; formulation of strategy re presentation of factual background for Judge and demonstratives; analysis of argument outline
11/10/17	Analysis of '412 patent specification and file history to identify search criteria for preparation of invalidity; search for prior art relating to image compression and relational databases
11/10/17	Preparation for Motions hearing, including creating exhibits of current Voit cases and comparison of claims, organization of documents for attorney review
11/10/17	Preparation for hearing on Motion to Dismiss Counterclaims and Motion to Strike
11/10/17	Preparation for hearing on Motion to Dismiss and Motion for Bond; review and analysis of related materials and formulation of strategy
11/12/17	Preparation of outline re hearings on Motion to Dismiss and Motion for Bond; formulation of strategy re arguments; review and analysis of case law relevant to Motions
11/12/17	Preparation for hearing on Motion to Dismiss Counterclaims and Motion to Strike; analysis re cases supporting and opposing Motions
11/13/17	Analysis re cases supporting Motions; preparation for hearing on Motion to Dismiss Counterclaims and Motion to Strike Affirmative Defenses
11/13/17	Preparation of documents for attorney review for Motions hearing; revision of hearing exhibits
11/13/17	Preparation for hearing on client's Motion to Dismiss and Motion for Bond; formulation of strategy re arguments opposing Plaintiff's Motions; further preparation of outline and demonstratives for hearing
11/14/17	Drafting of Del-Ton's Non-Infringement Contentions and Invalidity Contentions; organization of documents for hearing on Motions
11/14/17	Preparation for hearing on Motion to Dismiss Counterclaims and Motion to Strike Affirmative Defenses; analysis of cases in preparation for hearing
11/14/17	Preparation for hearing on Motion to Dismiss and Motion for Bond; review of materials and formulation of strategy re arguments

Inv. #: 3764039

23-Jan-2018

Page 2

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Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
File #: 101145-00007

<u>Date</u>	<u>Description of Services</u>
11/15/17	Preparation of arguments for hearings on pending Motions; travel to Elizabeth City for hearing; formulation of strategy re issues related to Motions
11/15/17	Analysis of prior art to support Invalidity Contentions
11/15/17	Preparation for hearing on Motion to Dismiss, Motion for Bond, Motion to Dismiss Counterclaims, and Motion to Strike Affirmative Defenses; travel to Elizabeth City for hearing
11/16/17	Preparation for and representation of client at hearing on Motions; return travel from Elizabeth City
11/16/17	Preparation for and representation at Motions hearing; travel from Elizabeth City after hearing
11/17/17	Formulation of strategy re Non-Infringement and Invalidity Contentions; correspondence to client re hearing and related issues
11/19/17	Analysis of prior art; preparation of invalidity contentions
11/20/17	Preparation of Preliminary Non-Infringement and Invalidity Contentions; review and analysis of, and formulation of strategy re, prior art and related items bearing on invalidity of '412 Patent
11/20/17	Preparation and analysis of Preliminary Non-Infringement and Invalidity Contentions
11/28/17	Drafting of preliminary terms and elements for construction
11/30/17	Further development of litigation strategy
12/04/17	Discussion with opposing counsel re settlement and scheduling issues re claim construction discovery
12/05/17	Correspondence to opposing counsel re Stipulation to extend certain claim construction discovery deadlines; correspondence to client re status and update
12/11/17	Analysis of correspondence from opposing counsel re settlement; correspondence to client and discussion with T. Autry re response to settlement offer and formulation of related strategy
12/12/17	Correspondence to opposing counsel re response to settlement communications
12/14/17	Analysis of potential claim construction strategy and upcoming deadlines
12/15/17	Formulation of strategy and analysis of issues re claim terms to propose for claim construction; review and analysis of constructions offered by Voit in previous litigation
12/18/17	Preparation of document for exchange re claim terms and elements to be construed and formulation of related strategy
12/19/17	Finalization and service of Del-Ton's proposed terms and claim elements for construction
12/19/17	Review and analysis re proposed claim terms; analysis re strategy for showing non-infringement
12/19/17	Review and analysis of proposed claim terms for construction submitted by opposing counsel and formulation of related strategy; finalization and analysis of issues re client's proposed claim terms for construction
12/21/17	Research and analysis for potential arguments re bond Motion and attorneys' fees based on new case law

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
File #: 101145-00007

<u>Date</u>	<u>Description of Services</u>
	Direct Administrative Services

Total Fees for Services :	\$39,205.00
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Expenses Advanced

<u>Date</u>	<u>Description</u>	<u>Amount</u>
11/27/17	Travel 11/15/17- 11/16/17 Elizabeth City, NC	213.41
11/28/17	Motel 11/15/17 - 11/16/17 Elizabeth City, NC for Motion(s) Hearings	145.45
12/11/17	Motel 11/15/17 - 11/16/17 Elizabeth City, NC - Motion(s) Hearing heard by US District Judge T. Boyle	145.45
12/14/17	Meals 12/11/17 Montero's, Elizabeth City, NC	41.09
Total Expenses Advanced:		\$545.40

Total Fees for Services and Expenses for this Matter:	\$39,750.40
---	-------------

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New Bern, NC 28563-0867
Ph: 252.672.5400

Del-Ton, Inc.
**Pay your invoice online:**www.wardandsmith.com/onlinepayment**Wiring Instructions:**

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Raleigh, NC
Account #: 1112454087
ABA #: 053100300
Include Invoice or Client Number

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Inv. Date: 23-Jan-2018	Inv. #: 3764039	Client #: 101145
------------------------	-----------------	------------------

Previous Balance:	\$34,689.20
Payments Received:	0.00
Current Fees for Professional Services:	39,205.00
Current Expenses:	545.40
Late Payment Charge:	0.00
Payments From Retainer:	0.00
Retainer Billed / Applied (-):	0.00
Balance Due:	\$74,439.60

Retainer Balance:	\$10,000.00
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EXHIBIT 3

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
Date: 1/18/2018
File #: 101145-00007

Name	Hours	Rate		Amount
Joseph A. Schouten	218.25	410	\$	89,482.50
	33.8	415	\$	14,006.25
Marla Spector Bowman	101.75	240	\$	24,420.00
	2.25	275	\$	618.75
Caroline B. MCLean	87.75	315	\$	27,641.25
	6.5	330	\$	2,145.00
Kathryn G. Flemin	53	160	\$	8,480.00
	2.5	165	\$	412.50
Audra P. Wooten	0.75	125	\$	93.75
Caroline O. Outen	2.75	200	\$	550.00
Lee C. Hodge	1.5	380	\$	570.00
	0.25	390	\$	97.50
Mary V. Cavanagh	19.75	325	\$	6,418.75
Robert M. Meeks	21.5	380	\$	8,170.00
Sue A. Towe	0.75	160	\$	120.00
Wes J. Camden	0.25	350	\$	87.50
TOTAL			\$	183,313.75



Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
Date: 1/18/2018
File #: 101145-00007

Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>		<u>Rate</u>	<u>Amount</u>	<u>Description</u>
6/9/2017	Joseph A. Schouten	1.25	\$	410	\$ 512.50	Initial review and analysis of Complaint for patent infringement and related materials; initial investigation of Voit Technologies, LLC, including other assertions of patent infringement; formulation of initial strategy
6/12/2017	Joseph A. Schouten	1.25	\$	410	\$ 512.50	Further review and analysis of materials, including asserted patent, re patent infringement lawsuit and initial formulation of strategy
6/13/2017	Joseph A. Schouten	1.25	\$	410	\$ 512.50	Review and materials of pleadings and motions filed in other litigation brought by Voit Technologies, LLC for infringement of asserted patent; formulation of related strategy in light of other Voit cases
6/14/2017	Joseph A. Schouten	3.00	\$	410	\$ 1,230.00	Further review and analysis of Voit infringement claims and materials attached to Complaint; analysis of Motions to Dismiss and related materials filed in other Voit litigations; conference with client re strategy going forward and next steps; analysis of issues re North Carolina Abusive Patent Practices Statute
6/15/2017	Joseph A. Schouten	1.00	\$	410	\$ 410.00	Preparation of Document Preservation correspondence to client; further review and analysis and formulation of strategy re potential counterclaim for abusive patent practices
6/16/2017	Joseph A. Schouten	1.25	\$	410	\$ 512.50	Formulation of strategy and analysis of issues re potential NC Abusive Patent Claims Act Counterclaim against Voit and analysis of related law and statute; formulation of strategy and analysis of issues re potential Motion to Dismiss based on non-infringement
6/19/2017	Joseph A. Schouten	1.75	\$	410	\$ 717.50	Discussion with opposing counsel re case, next steps, and potential early settlement; review and analysis of documents re Motion for Extension of Time to respond to Complaint; correspondence to client re status update, strategy, and next steps; analysis of potential Counterclaims
6/20/2017	Joseph A. Schouten	2.25	\$	410	\$ 922.50	Analysis of case law and related factual background re potential Motions to Dismiss based on Alice Supreme Court case and/or single entity rule for method patents; formulation of related litigation strategy
6/21/2017	Joseph A. Schouten	1.25	\$	410	\$ 512.50	Additional formulation of strategy and analysis of issues re potential Motion to Dismiss based on Alice Supreme Court case
6/22/2017	Joseph A. Schouten	0.75	\$	410	\$ 307.50	Analysis of issues re arguments for Motion to Dismiss based on no patentable subject matter and formulation of related strategy
6/23/2017	Joseph A. Schouten	2.25	\$	410	\$ 922.50	Analysis of issues re cases to support Motion to Dismiss Complaint based on lack of patentable subject matter; formulation of strategy re Motion for Bond Under Abusive Patent Practices Act

6/26/2017	Joseph A. Schouten	0.50	\$	410	\$ 205.00	Review and analysis of case law re potential Motion to Dismiss Complaint
6/27/2017	Joseph A. Schouten	1.75	\$	410	\$ 717.50	Formulation of strategy re Motion for Bond and factors weighing in favor of bond; analysis of issues and formulation of strategy re potential Motion to Dismiss under Rule 12(b)(6)
6/28/2017	Joseph A. Schouten	5.25	\$	410	\$ 2,152.50	Initial preparation of Memorandum in Support of Motion to Dismiss based on Section 101; review and analysis of relevant case law and materials re Motion to Dismiss
6/29/2017	Joseph A. Schouten	3.75	\$	410	\$ 1,537.50	Analysis of potential Section 101 arguments in support of dismissing Complaint; formulation of strategy re Motion for Bond; further preparation of Memorandum in Support of Motion to Dismiss
6/30/2017	Joseph A. Schouten	2.75	\$	410	\$ 1,127.50	Preparation of Memorandum in Support of Motion to Dismiss based on Section 101 and formulation of related strategy; analysis of issues re Answer and Counterclaims
7/3/2017	Joseph A. Schouten	4.25	\$	410	\$ 1,742.50	Preparation of Memorandum in Support of Motion to Dismiss based on Section 101; formulation of strategy re arguments re divided infringement for Motion for Bond; analysis of issues re Counterclaims
7/5/2017	Joseph A. Schouten	4.50	\$	410	\$ 1,845.00	Review and analysis of Memorandum in Support of Motion for Bond and preparation of related comments; review and analysis of information related to file history and formulation of related strategy; analysis of issues re Volusion contract as a contract of adhesion; further analysis of issues re Motion to Dismiss based on Section 101
7/6/2017	Joseph A. Schouten	5.00	\$	410	\$ 2,050.00	Review and analysis of Affidavit to Support Motion for Bond; formulation of strategy re arguments for Motion for Bond; review and analysis of documents from File History for patent-in-suit and formulation of strategy re use of documents; review and analysis of law explaining the impact of Alice decision for use in Motions
7/7/2017	Joseph A. Schouten	5.00	\$	410	\$ 2,050.00	Preparation of Memorandum in Support of Motion to Dismiss; review and analysis of case law and potential arguments re preemption and the Abusive Patent Practices Act; analysis of issues re divided infringement; formulation of strategy re client Affidavit; correspondence to client re status and next steps
7/10/2017	Joseph A. Schouten	3.25	\$	410	\$ 1,332.50	Further preparation of Memorandum in Support of Motion to Dismiss; review and analysis of settlement offer from Plaintiff; discussion with client re next steps and settlement strategy
7/11/2017	Joseph A. Schouten	2.00	\$	410	\$ 820.00	Preparation of correspondence to opposing counsel conveying settlement offer responses and supporting facts and arguments; formulation of related strategy
7/12/2017	Joseph A. Schouten	1.25	\$	410	\$ 512.50	Correspondence to opposing counsel explaining settlement position and lack of merit to Plaintiff's Complaint; review and analysis of statutory materials for use in correspondence to opposing counsel
7/14/2017	Joseph A. Schouten	2.75	\$	410	\$ 1,127.50	Review and analysis of response from opposing counsel re settlement and formulation of related strategy; further preparation of Motion to Dismiss Complaint, including preparation of arguments re no inventive concept

7/17/2017	Joseph A. Schouten	6.75	\$	410	\$ 2,767.50	Preparation of Memorandum in Support of Motion to Dismiss; conference with J. Brock re strategy and next steps, and related communications
7/18/2017	Joseph A. Schouten	6.00	\$	410	\$ 2,460.00	Preparation of Memorandum in Support of Motion to Dismiss; analysis of issues and formulation of strategy re Motion for Bond; formulation of strategy re potential arguments in support of NCAPA claim
7/19/2017	Joseph A. Schouten	5.50	\$	410	\$ 2,255.00	Further preparation of Memoranda in Support of Motion to Dismiss and Motion for Bond; formulation of strategy and analysis of issues re Answer and Counterclaims; analysis of issues re damages assertion and relation to patent misuse
7/20/2017	Joseph A. Schouten	4.00	\$	410	\$ 1,640.00	Finalization of materials, including Motion to Dismiss, Motion for Bond, and Answer and Counterclaims; formulation of related filing strategy and next steps
8/8/2017	Joseph A. Schouten	0.25	\$	410	\$ 102.50	Correspondence with opposing counsel re extension of time to respond to Motions to Dismiss and for Bond; analysis of issues re Rule 26(f) conference and related correspondence to opposing counsel
8/9/2017	Joseph A. Schouten	0.25	\$	410	\$ 102.50	Analysis of Scheduling Order received from Court and formulation of strategy re related issues
8/16/2017	Joseph A. Schouten	0.50	\$	410	\$ 205.00	Development of strategy re potential responses in support of Motions to Dismiss and for Bond
8/21/2017	Joseph A. Schouten	0.75	\$	410	\$ 307.50	Discussion with counsel for Drucker Labs re litigation against Voit and strategies for defending infringement claims against client
8/24/2017	Joseph A. Schouten	0.50	\$	410	\$ 205.00	Formulation of strategy for Replies in Support of Motion to Dismiss and Motion for Bond; formulation of strategy re Opposition to Motion to Dismiss Counterclaims
8/25/2017	Joseph A. Schouten	0.25	\$	410	\$ 102.50	Analysis of Plaintiff's Second Motion for Extension and formulation of related strategy
8/28/2017	Joseph A. Schouten	0.75	\$	410	\$ 307.50	Initial review and analysis of filings by Plaintiff and formulation of strategy re options and next steps
8/29/2017	Joseph A. Schouten	4.75	\$	410	\$ 1,947.50	Review and analysis of materials filed by Plaintiff and formulation of strategy re response; preparation of, and formulation of strategy re, Opposition to Motion to Continue; correspondence with opposing counsel re deadlines and Local Rules; correspondence to, and conference with, client re next steps and upcoming filings
8/30/2017	Joseph A. Schouten	1.00	\$	410	\$ 410.00	Correspondence with opposing counsel re pending Motions and Rule 26(f) Conference; review and analysis of Notice re Motions; formulation of strategy and analysis of next steps
8/31/2017	Joseph A. Schouten	0.75	\$	410	\$ 307.50	Analysis of issues and formulation of strategy re Opposition to Motion to Strike; analysis of issues and formulation of strategy re Motion for Expedited Briefing Schedule
9/1/2017	Joseph A. Schouten	1.00	\$	410	\$ 410.00	Formulation of strategy and analysis of issues re Opposition to Plaintiff's Motion to Dismiss and Motion to Strike
9/4/2017	Joseph A. Schouten	0.75	\$	410	\$ 307.50	Initial review and analysis of Plaintiff's opposition to Motion to Dismiss and formulation of strategy re Reply

9/5/2017	Joseph A. Schouten	4.00	\$	410	\$ 1,640.00	Further review and analysis of Plaintiff's Opposition to Motion to Dismiss and formulation of strategy re Reply; analysis of case law re presumption of validity and Burden of Proof in Section 101 challenges; analysis of case law cited by Plaintiff and formulation of plan for distinguishing law
9/6/2017	Joseph A. Schouten	6.25	\$	410	\$ 2,562.50	Preparation of Memorandum in Support of Motion to Dismiss; formulation of strategy re arguments in Opposition to Motion to Dismiss Counterclaims and Motion to Strike; review and analysis of relevant case law
9/7/2017	Joseph A. Schouten	4.75	\$	410	\$ 1,947.50	Representation of client at Rule 26(f) Conference, and preparation of same; formulation of strategy re Opposition to Motion to Strike; further preparation of Reply in Support of Motion to Dismiss
9/8/2017	Joseph A. Schouten	2.50	\$	410	\$ 1,025.00	Formulation of strategy re Opposition to Plaintiff's Motion to Strike and Motion to Dismiss; further preparation of Reply in Support of Motion to Dismiss
9/11/2017	Joseph A. Schouten	1.75	\$	410	\$ 717.50	Further preparation of Reply in Support of Motion to Dismiss; analysis of issues re Motion for Bond
9/12/2017	Joseph A. Schouten	3.25	\$	410	\$ 1,332.50	Further preparation of Reply in Support of Motion to Dismiss; formulation of strategy re response to Voit Motions
9/13/2017	Joseph A. Schouten	4.25	\$	410	\$ 1,742.50	Further preparation of Reply in Support of Motion to Dismiss, including arguments re inventive concept as it relates to compression and relational database
9/14/2017	Joseph A. Schouten	5.00	\$	410	\$ 2,050.00	Finalization of Reply in Support of Motion to Dismiss; preparation of revisions to Opposition to Motion to Strike; formulation of strategy re remaining briefing issues
9/15/2017	Joseph A. Schouten	3.00	\$	410	\$ 1,230.00	Finalization of Reply in Support of Motion to Dismiss; correspondence to client re Reply and formulation of related strategy; analysis of issues and formulation of strategy re Oppositions to Motion to Strike and Plaintiff's Motion to Dismiss
9/18/2017	Joseph A. Schouten	4.25	\$	410	\$ 1,742.50	Analysis of issues and preparation of additional arguments in Opposition to Dismiss Counterclaims; formulation of related strategy
9/19/2017	Joseph A. Schouten	0.50	\$	410	\$ 205.00	Communications to Court re status of Motions; correspondence to client re briefing and strategy moving forward
9/21/2017	Joseph A. Schouten	1.25	\$	410	\$ 512.50	Review and analysis of opposing counsel's proposed Report re Rule 26(f) Scheduling Conference and preparation of proposed revisions
9/22/2017	Joseph A. Schouten	1.25	\$	410	\$ 512.50	Analysis of issues re finalization of Rule 26(f) Report and related communications with opposing counsel
9/29/2017	Joseph A. Schouten	0.50	\$	410	\$ 205.00	Analysis of status and related issues re outstanding Motions and formulation of strategy moving forward
10/3/2017	Joseph A. Schouten	2.25	\$	410	\$ 922.50	Analysis of issues re Initial Disclosures and compliance with proposed schedule; analysis of status re pending Motions and formulation of strategy re same
10/5/2017	Joseph A. Schouten	1.25	\$	410	\$ 512.50	Further preparation of Initial Disclosures and formulation of strategy re same
10/6/2017	Joseph A. Schouten	1.75	\$	410	\$ 717.50	Finalization of Rule 26(a)(1) Disclosures and correspondence to client re same; initial review and analysis of Plaintiff's Rule 26(a)(1) Disclosures and Infringement Contentions

10/9/2017	Joseph A. Schouten	1.50	\$	410	\$ 615.00	Further review and analysis of infringement contentions and initial disclosures from Plaintiff
10/17/2017	Joseph A. Schouten	2.25	\$	410	\$ 922.50	Discussion with opposing counsel re settlement issues and case status; review and analysis of Court's Notice of Hearing and formulation of strategy re same; correspondence to client re discussion with opposing counsel and Court's Notice of Hearing, and review and analysis of client's response
10/18/2017	Joseph A. Schouten	2.25	\$	410	\$ 922.50	Review and analysis of recent Federal Circuit opinion re Alice and formulation of strategy re use at hearing on Motion to Dismiss; analysis of additional materials re Plaintiff's litigation history for use at hearing re Motion for Bond
11/2/2017	Joseph A. Schouten	1.25	\$	410	\$ 512.50	Review and analysis of new case law from Federal Circuit re Alice argument for Motion to Dismiss; formulation of strategy re arguments at Motion to Dismiss hearing
11/3/2017	Joseph A. Schouten	0.25	\$	410	\$ 102.50	Formulation of initial strategy and preparation for Motion to Dismiss argument
11/6/2017	Joseph A. Schouten	1.75	\$	410	\$ 717.50	Preparation for hearing on Motion to Dismiss and Motion for Bond; review and analysis of various materials for factual background to use of hearing; review and analysis of recent Federal Circuit case re Alice and Motion to Dismiss
11/7/2017	Joseph A. Schouten	2.75	\$	410	\$ 1,127.50	Further preparation for hearing on Motion to Dismiss and Motion for Bond, including preparation of outline, review and analysis of case law, and formulation of strategy for visuals for Court
11/8/2017	Joseph A. Schouten	6.50	\$	410	\$ 2,665.00	Preparation for hearing on Motion to Dismiss and Motion for Bond and formulation of related strategy; review and analysis of pleadings and related materials; review and analysis of relevant case law
11/9/2017	Joseph A. Schouten	6.00	\$	410	\$ 2,460.00	Preparation for hearing on Motion to Dismiss and Motion for Bond; formulation of strategy re presentation of factual background for Judge and demonstratives; analysis of argument outline
11/10/2017	Joseph A. Schouten	7.00	\$	410	\$ 2,870.00	Preparation for hearing on Motion to Dismiss and Motion for Bond; review and analysis of related materials and formulation of strategy
11/12/2017	Joseph A. Schouten	3.50	\$	410	\$ 1,435.00	Preparation of Outline re hearings on Motion to Dismiss and Motion for Bond; formulation of strategy re arguments; review and analysis of case law relevant to Motions
11/13/2017	Joseph A. Schouten	8.50	\$	410	\$ 3,485.00	Preparation for hearing on client's Motion to Dismiss and Motion for Bond; formulation of strategy re arguments opposing Plaintiff's Motions; further preparation of outline and demonstratives for hearing
11/14/2017	Joseph A. Schouten	8.25	\$	410	\$ 3,382.50	Preparation for hearing on Motion to Dismiss and Motion for Bond; review of materials and formulation of strategy re arguments
11/15/2017	Joseph A. Schouten	10.00	\$	410	\$ 4,100.00	Preparation of arguments for hearings on pending Motions; travel to Elizabeth City for hearing; formulation of strategy re issues related to Motions
11/16/2017	Joseph A. Schouten	8.75	\$	410	\$ 3,587.50	Preparation for and representation of client at hearing on Motions; return travel from Elizabeth City
11/17/2017	Joseph A. Schouten	0.75	\$	410	\$ 307.50	Formulation of strategy re non-infringement and invalidity contentions; correspondence to client re hearing and related issues

11/20/2017	Joseph A. Schouten	5.00	\$	410	\$ 2,050.00	Preparation of Preliminary Non-Infringement and Invalidity Contentions; review and analysis of, and formulation of strategy re, prior art and related items bearing on invalidity of '412 Patent
12/4/2017	Joseph A. Schouten	0.50	\$	410	\$ 205.00	Discussion with opposing counsel re settlement and scheduling issues re claim construction discovery
12/5/2017	Joseph A. Schouten	0.75	\$	410	\$ 307.50	Correspondence to opposing counsel re Stipulation to extend certain claim construction discovery deadlines; correspondence to client re status and update

Subtotal: 218.25 \$ 410 \$89,482.50

<u>Date</u>	<u>Name</u>	<u>Hours</u>		<u>Rate</u>	<u>Amount</u>	<u>Description</u>
12/11/2017	Joseph A. Schouten	1.0	\$	415	\$ 415.00	Analysis of correspondence from opposing counsel re settlement; correspondence to client and discussion with T. Autry re response to settlement offer and formulation of related strategy
12/12/2017	Joseph A. Schouten	0.3	\$	415	\$ 103.75	Correspondence to opposing counsel re response to settlement communications
12/15/2017	Joseph A. Schouten	1.3	\$	415	\$ 518.75	Formulation of strategy and analysis of issues re claim terms to propose for claim construction; review and analysis of constructions offered by Voit in previous litigation
12/18/2017	Joseph A. Schouten	1.3	\$	415	\$ 518.75	Preparation of document for exchange re Claim Terms and Elements to be construed and formulation of related strategy
12/19/2017	Joseph A. Schouten	1.8	\$	415	\$ 726.25	Review and analysis of proposed claim terms for construction submitted by opposing counsel and formulation of related strategy; finalization and analysis of issues re client's proposed claim terms for construction
12/21/2017	Joseph A. Schouten	0.5	\$	415	\$ 207.50	Research and analysis for potential arguments re bond motion and attorneys' fees based on new case law
1/3/2018	Joseph A. Schouten	1.0	\$	415	\$ 415.00	Review and analysis of issues and formulation of strategy re claim construction
1/4/2018	Joseph A. Schouten	1.8	\$	415	\$ 726.25	Analysis of issues and formulation of strategy re claim construction discovery, including proposed construction of terms proposed by Voit
1/5/2018	Joseph A. Schouten	3.5	\$	415	\$ 1,452.50	Preparation of proposed claim constructions for both Del-Ton and Voit terms; review and analysis of potential sources of extrinsic evidence and Voit prior filings for proposed constructions
1/8/2018	Joseph A. Schouten	2.0	\$	415	\$ 830.00	Discussion with opposing counsel re Volusion settlement and impact on pending litigation; correspondence to client re Volusion settlement and potential strategies going forward in light of potential Motion to Stay
1/9/2018	Joseph A. Schouten	4.0	\$	415	\$ 1,660.00	Discussion with clients regarding strategy in light of proposed Voit and Volusion settlement; correspondence to general counsel for Volusion; discussion with opposing counsel re issue of settlement having no impact on Voit's claim under North Carolina Act; preparation of edits to Voit's proposed Notice to the Court
1/10/2018	Joseph A. Schouten	4.8	\$	415	\$ 1,971.25	Discussions with Volusion in-house counsel re settlement with Voit and formulation of related strategy; discussion with opposing counsel re language for Joint Notice re Volusion settlement; review of Notice filed by Plaintiff; preparation of Response to Notice and formulation of related strategy

1/11/2018	Joseph A. Schouten	2.5	\$	415	\$ 1,037.50	Review and analysis of Court's Order re Motion to Dismiss; related communications with client; initial formulation of strategy and analysis of issues re fees Motion for exceptional case under Section 285
1/12/2018	Joseph A. Schouten	4.0	\$	415	\$ 1,660.00	Discussion with clients re next steps in light of Court's Order and potential for recovery of attorney's fees; formulation of strategy and analysis of issues re preparation of Motion for Attorney's Fees under Section 285; correspondence with J. Morris re potential Declaration to support fees Motion and formulation of related strategy
1/15/2018	Joseph A. Schouten	2.0	\$	415	\$ 830.00	Analysis of issues re preparation of Motion for Attorney's Fees, including obtaining information necessary to support a finding of reasonableness and factual background to support entitlement to fees; review and analysis of related case law
1/16/2018	Joseph A. Schouten	1.8	\$	415	\$ 726.25	Formulation of strategy re and preparation of materials in support of Motion for Attorney's Fees, including Declarations re fees and reasonableness
1/17/2018	Joseph A. Schouten	0.5	\$	415	\$ 207.50	Analysis of issues re impact of settlement value on a case being "exceptional" under relevant case law and formulation of related strategy
Subtotal:		33.8	\$	415	14,006.25	
TOTAL:		252.00			103,488.75	

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
Date: 1/18/2018
File #: 101145-00007

Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>		<u>Rate</u>	<u>Amount</u>	<u>Description</u>
8/8/2017	Marla Spector Bowman	0.25	\$	240	\$ 60.00	Communications with associate counsel re case; analysis re Pleadings
8/9/2017	Marla Spector Bowman	0.25	\$	240	\$ 60.00	Communications with associate counsel re strategy for responding to Motion to Dismiss
8/10/2017	Marla Spector Bowman	1.25	\$	240	\$ 300.00	Analysis re Complaint, Motion to Dismiss, and Motion for Bond
8/11/2017	Marla Spector Bowman	0.25	\$	240	\$ 60.00	Analysis re Motion to Dismiss and Motion for Bond
8/17/2017	Marla Spector Bowman	0.25	\$	240	\$ 60.00	Analysis of recent federal circuit court opinion re Alice case and Motion to Dismiss
8/29/2017	Marla Spector Bowman	0.75	\$	240	\$ 180.00	Analysis re Plaintiff's Motion to Strike and Motion for Extension of Time; communications with associate counsel re strategy for responding to Plaintiff's Motions
8/30/2017	Marla Spector Bowman	0.25	\$	240	\$ 60.00	Communications with associate counsel re strategy for responding to Motion to Strike
8/31/2017	Marla Spector Bowman	2.75	\$	240	\$ 660.00	Review of Brief in Support of Motion to Strike; Review of Brief in Support of Motion to Dismiss; analysis re Response to Motion to Strike
9/1/2017	Marla Spector Bowman	0.75	\$	240	\$ 180.00	Review of court order denying continuance of Motion for Bond; communications with associate counsel re strategy for responding to Plaintiff's motions
9/5/2017	Marla Spector Bowman	0.75	\$	240	\$ 180.00	Analysis re NC Abusive Patent Assertions Practices Act and preemption; analysis of cases re motions to strike affirmative defenses
9/6/2017	Marla Spector Bowman	2.25	\$	240	\$ 540.00	Analysis re Memorandum in Opposition to Motion to Dismiss; research re Motions to Strike Affirmative Defenses
9/7/2017	Marla Spector Bowman	3.25	\$	240	\$ 780.00	Research and analysis re argument in Opposition to Motion to Strike; preparation of Memorandum Opposing Motion to Strike
9/8/2017	Marla Spector Bowman	3.25	\$	240	\$ 780.00	Research and analysis re Motions to Strike Affirmative Defenses; preparation of Memorandum in Opposition to Motion to Strike
9/11/2017	Marla Spector Bowman	3.75	\$	240	\$ 900.00	Preparation of Memorandum in Opposition to Motion to Strike; research and analysis re standard of review for Motion to Strike; preparation of Memorandum in Opposition to Motion to Dismiss
9/12/2017	Marla Spector Bowman	7.00	\$	240	\$ 1,680.00	Preparation of Memorandum in Opposition to Motion to Strike
9/13/2017	Marla Spector Bowman	4.50	\$	240	\$ 1,080.00	Further preparation of Memorandum in Opposition to Motion to Strike; preparation of Memorandum in Opposition to Motion to Dismiss Counterclaims
9/14/2017	Marla Spector Bowman	4.25	\$	240	\$ 1,020.00	Review and analysis of Reply Memorandum in Support of Motion to Dismiss; preparation of Memorandum in Opposition to Motion to Strike Counterclaim
9/15/2017	Marla Spector Bowman	6.25	\$	240	\$ 1,500.00	Further preparation of Memorandum in Opposition to Motion to Dismiss; research and analysis re Noerr-Pennington Doctrine

9/16/2017	Marla Spector Bowman	2.25	\$	240	\$	540.00	Further preparation of Memorandum in Opposition to Motion to Dismiss; research and analysis re Noerr-Pennington Doctrine; preparation of Memorandum in Opposition to Motion to Strike
9/17/2017	Marla Spector Bowman	7.25	\$	240	\$	1,740.00	Preparation of Memorandum in opposition to Motion to Dismiss Counterclaims; research and analysis re Joint Infringement
9/18/2017	Marla Spector Bowman	6.25	\$	240	\$	1,500.00	Preparation and analysis of Memorandum in Opposition to Motion to Dismiss Counterclaims; preparation and analysis of Memorandum in Opposition to Motion to Strike Affirmative Defenses
9/21/2017	Marla Spector Bowman	0.25	\$	240	\$	60.00	Review of proposed Rule 26(f) report
9/22/2017	Marla Spector Bowman	2.25	\$	240	\$	540.00	Review of Rule 26(f) Report and communications re same
10/4/2017	Marla Spector Bowman	0.50	\$	240	\$	120.00	Communications re Court's review of Dispositive Motions; communications re opposing counsel's failure to file Reply Memoranda
10/17/2017	Marla Spector Bowman	1.00	\$	240	\$	240.00	Communications in preparation for hearing re pending Motions
11/7/2017	Marla Spector Bowman	0.25	\$	240	\$	60.00	Preparation for Motions Hearing
11/8/2017	Marla Spector Bowman	0.75	\$	240	\$	180.00	Preparation for motions hearing; communications re strategy for argument at hearing
11/9/2017	Marla Spector Bowman	2.75	\$	240	\$	660.00	Review of pleadings and cases in preparation for motions hearing
11/10/2017	Marla Spector Bowman	3.50	\$	240	\$	840.00	Preparation for hearing on Motion to Dismiss Counterclaims and Motion to Strike
11/12/2017	Marla Spector Bowman	3.25	\$	240	\$	780.00	Preparation for hearing on Motion to Dismiss Counterclaims and Motion to Strike; analysis re cases supporting and opposing motions
11/13/2017	Marla Spector Bowman	5.75	\$	240	\$	1,380.00	Analysis re cases supporting motions; preparation for hearing on Motion to Dismiss Counterclaims and Motion to Strike Affirmative Defenses
11/14/2017	Marla Spector Bowman	6.50	\$	240	\$	1,560.00	Preparation for hearing on Motion to Dismiss Counterclaims and Motion to Strike Affirmative Defenses; analysis of cases in preparation for hearing
11/15/2017	Marla Spector Bowman	5.25	\$	240	\$	1,260.00	Preparation for hearing on Motion to Dismiss, Motion for Bond, Motion to Dismiss Counterclaims, and Motion to Strike Affirmative Defenses; travel to Elizabeth city for hearing
11/16/2017	Marla Spector Bowman	9.50	\$	240	\$	2,280.00	Preparation for and representation at motions hearing; travel from Elizabeth city after hearing
11/20/2017	Marla Spector Bowman	2.00	\$	240	\$	480.00	Preparation and analysis of Preliminary Non-Infringement and Invalidity Contentions
12/4/2017	Marla Spector Bowman	0.50	\$	240	\$	120.00	Communications re opposing counsel's strategy for the case; analysis re response to forthcoming Court order
Subtotal:		101.75	\$	240	\$	24,420.00	

<u>Date</u>	<u>Name</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>	<u>Description</u>
12/12/2017	Marla Spector Bowman	0.25	\$	275	\$	68.75	Communications re claim construction and settlement negotiations
12/19/2017	Marla Spector Bowman	0.5	\$	275	\$	137.50	Review and analysis re proposed claim terms; analysis re strategy for showing non-infringement
12/21/2017	Marla Spector Bowman	0.25	\$	275	\$	68.75	Analysis re case law on recovery of attorneys fees for exceptional cases
1/8/2018	Marla Spector Bowman	0.25	\$	275	\$	68.75	Communications re Voit's settlement with Volusion and proposed Motion to Stay; analysis re counterclaim for attorneys fees

1/10/2018	Marla Spector Bowman	0.5	\$	275	\$	137.50	Review of Notice of Proposed Settlement; communications re same; review of Response to Notice of Proposed Settlement
1/11/2018	Marla Spector Bowman	0.5	\$	275	\$	137.50	Review of Order granting Motion to Dismiss; analysis re recovery of attorneys' fees
Subtotal:		2.25	\$	275	\$	618.75	
TOTAL:		104.00				\$ 25,038.75	

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
Date: 1/18/2018
File #: 101145-00007

Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>		<u>Rate</u>	<u>Amount</u>	<u>Description</u>
6/15/2017	Caroline B. McLean	0.75	\$	315	\$ 236.25	Initial analysis of patent infringement lawsuit filed in the EDNC and potential strategy for answer and counterclaims and other defense issues
6/16/2017	Caroline B. McLean	0.25	\$	315	\$ 78.75	Analysis of potential grounds for motion to dismiss and counterclaim
6/20/2017	Caroline B. McLean	0.75	\$	315	\$ 236.25	Analysis of new deadlines and strategy for filing answer, counterclaims and various motions
6/23/2017	Caroline B. McLean	0.75	\$	315	\$ 236.25	Evaluation of strategy for responsive pleadings and answer and counterclaim
6/24/2017	Caroline B. McLean	2.00	\$	315	\$ 630.00	Preparation of Answer and Counterclaims
6/26/2017	Caroline B. McLean	4.75	\$	315	\$ 1,496.25	Further preparation of answer and counterclaim; analysis of pleading claims under the NC Abusive Patent Claims Act and preemption issues; additional allegations in Complaint to avoid preemption arguments; initial preparation of Motion for Bond; evaluation of case law under FRCP 64 for federal court enforcement of prejudgment relief under state law
6/27/2017	Caroline B. McLean	2.75	\$	315	\$ 866.25	Analysis of other cases that Del-Ton, Inc., Inc. has filed within the last year using the same Complaint; preparation of Memorandum in support of Motion for Bond
6/28/2017	Caroline B. McLean	4.00	\$	315	\$ 1,260.00	Preparation of Memorandum in Support of Motion for Bond; analysis of Voit lawsuits from across the country for similarities and arguments under NC Abusive Patent Claims Act
6/29/2017	Caroline B. McLean	2.75	\$	315	\$ 866.25	Preparation of Memorandum in Support of Motion for Bond; analysis of Volusion Terms of Service to make factual arguments re Del-Ton, Inc.'s lack of control in brief; analysis of other litigation Voit has filed around the country and preparation of arguments that Voit's conduct violates NC Abusive Patent Claims Act
6/30/2017	Caroline B. McLean	2.00	\$	315	\$ 630.00	Preparation of factual arguments concerning Volusion terms of service and analysis of potential affidavit from Volusion and/or client to bolster arguments for bond under NC 75-143
7/1/2017	Caroline B. McLean	3.50	\$	315	\$ 1,102.50	Preparation of brief in support of Motion for Bond, particularly arguments in support of meritless claim because Del-Ton, Inc. does not practice all of the required steps of claimed invention; analysis of Akamai case law out of Federal Circuit and preparation of arguments

7/3/2017	Caroline B. McLean	5.50	\$	315	\$	1,732.50	Analysis of "direct and control" standard for divided infringement under Akamai V and preparation of arguments in support of Motion for Bond; preparation of affidavit of Del-Ton, Inc. CFO, further preparation of Answer and Counterclaims based on language in Volusion terms of service and divided infringement analysis
7/4/2017	Caroline B. McLean	2.50	\$	315	\$	787.50	Preparation of arguments in support of Memorandum in Support of Motion for Bond and Answer and Counterclaims; preparation of Motion for Bond
7/5/2017	Caroline B. McLean	0.25	\$	315	\$	78.75	Evaluation of potential legal arguments for contract of adhesion
7/6/2017	Caroline B. McLean	3.00	\$	315	\$	945.00	Preparation of brief in support of Motion for Bond; analysis of Alice case law and progeny and preparation of section of brief addressing failure to claim patentable subject matter; analysis of memorandum in patent prosecution history and inclusion of same in arguments; analysis of Brock affidavit
7/7/2017	Caroline B. McLean	2.25	\$	315	\$	708.75	Preparation of affidavit of J. Brock in light of additional research re Volusion software; analysis of preemption and other legal arguments related to motion to dismiss; further preparation of Answer and Counterclaims to avoid preemption arguments
7/16/2017	Caroline B. McLean	0.50	\$	315	\$	157.50	Analysis of correspondence with opposing counsel re demands and settlement offers; evaluation of strategy moving forward in light of opposing counsel's non-substantive response
7/17/2017	Caroline B. McLean	3.00	\$	315	\$	945.00	Analysis of strategy in light of settlement negotiations and communications from opposing counsel; communication with client re J. Brock Affidavit; preparation of Answer and Counterclaims, and Brief in Support of Motion for Bond
7/18/2017	Caroline B. McLean	5.25	\$	315	\$	1,653.75	Preparation of Brief in Support of Motion for Bond; analysis of contract of adhesion and relevant law in North Carolina relating to same; preparation of Brief in Support of Motion to Dismiss; evaluation of strategy for filing; review of other necessary pleadings for Federal Court
7/19/2017	Caroline B. McLean	3.75	\$	315	\$	1,181.25	Preparation of Memorandum in Support of Motion for Bond; preparation of Answer and Counterclaims; communication with client re federal pleadings and strategy; consideration of damages issue and whether to include in principal briefs or save for reply and argument
7/20/2017	Caroline B. McLean	5.75	\$	315	\$	1,811.25	Finalization of all pleadings, motions, and briefs; review of citations and technical issues prior to filing, including case law and compliance with local and federal procedural rules; analysis of Voit's arguments in the Drucker case on divided infringement and evaluation of responses to same; finalization and filing of pleadings and communication with client re same
8/8/2017	Caroline B. McLean	0.50	\$	315	\$	157.50	Evaluation of case status and communication from opposing counsel; analysis of potential motion to dismiss counterclaims, and proposed response
8/9/2017	Caroline B. McLean	0.50	\$	315	\$	157.50	Evaluation of Clerk's entry of 26(f) Order and proposed communications with opposing counsel re same; evaluation of case status and steps going forward

8/11/2017	Caroline B. McLean	0.75	\$	315	\$	236.25	Analysis of pleadings filed by Voit in Drucker Labs case and evaluation of settlement and other pleadings issues; communication with Drucker Labs counsel re potential call
8/21/2017	Caroline B. McLean	0.75	\$	315	\$	236.25	Conference with counsel for Drucker labs for intelligence on other federal infringement case filed by Voit, strategy, and other considerations
8/24/2017	Caroline B. McLean	3.00	\$	315	\$	945.00	Initial analysis of response strategy to forthcoming motions and filings from Del-Ton; analysis of Boca Furniture and Drucker Labs filings for potential support for Atlas arguments and Motion for Bond arguments; research and analysis of Fourth Circuit case law re Motions to Dismiss Counterclaims for infringement and invalidity
8/25/2017	Caroline B. McLean	2.00	\$	315	\$	630.00	Initial preparation of outlines for responses to Voit Motions and responses
8/28/2017	Caroline B. McLean	0.50	\$	315	\$	157.50	Evaluation of Plaintiff's Second Motion for Extension of Time, and communication with Clerk re same
8/29/2017	Caroline B. McLean	7.00	\$	315	\$	2,205.00	Review of Voit's multiple filings, including Motion to Dismiss, Motion to Strike Answer and Affirmative Defenses, Motion to Continue and Motion for Extension of Time; preparation of Response in Opposition to Motion to Continue and Motion for Expedited Briefing on such Motion; conference with Clerk re filings and issues re Motion to Continue; evaluation of Local Rule 6.1 and opposing counsel's failure to abide by its requirements; initial strategy for responses to other filings
8/30/2017	Caroline B. McLean	6.50	\$	315	\$	2,047.50	Evaluation of correspondence from opposing counsel re Motions for Extension of Time and Rule 26(f) conference; analysis of proposed Notice sent by opposing counsel re extensions; considerations of Motion for Expedited Review of Motion to Continue; initial research and analysis of Fourth Circuit case law on Motions to Strike Affirmative Defenses, relevant standard, and applicability to patent infringement actions; development of strategy for responding to Motion to Strike; preparation of outline of response to Motion to Dismiss Counterclaims and initial preparation of memorandum in opposition
8/31/2017	Caroline B. McLean	4.75	\$	315	\$	1,496.25	Preparation of Response to Del-Ton's Motion to Dismiss; efforts to contact Clerk re Motion to Expedite; development of strategy for response in opposition to Motion to strike and analysis of relevant Fourth Circuit District Court case law
9/1/2017	Caroline B. McLean	5.25	\$	315	\$	1,653.75	Preparation of Memorandum in Opposition to Motion to Dismiss
11/28/2017	Caroline B. McLean	0.25	\$	315	\$	78.75	Analysis of outstanding pending motions and hearing
Subtotal:		87.75	\$	315	\$	27,641.25	

<u>Date</u>	<u>Name</u>	<u>Hours</u>		<u>Rate</u>		<u>Amount</u>	<u>Description</u>
12/11/2017	Caroline B. McLean	0.25	\$	330	\$	82.50	Analysis of settlement response offer from opposing counsel and strategy in light of pending motions
12/14/2017	Caroline B. McLean	0.25	\$	330	\$	82.50	Analysis of potential claim construction strategy and upcoming deadlines
12/18/2017	Caroline B. McLean	0.50	\$	330	\$	165.00	Analysis of proposed terms for claim construction and strategy with regard to same

12/19/2017	Caroline B. McLean	0.50	\$	330	\$	165.00	Evaluation of procedural posture of case and strategy in light of Plaintiff's impending settlement with Voit and proposed Notice of settlement; preparation of additional language outlining Del-Ton's position in Notice of Settlement
12/20/2017	Caroline B. McLean	0.25	\$	330	\$	82.50	Initial evaluation of Voit's proposed claim construction and comparison with claim construction from Drucker Labs
1/9/2018	Caroline B. McLean	0.50	\$	330	\$	165.00	Analysis of communications from opposing counsel re Voit's intention to file a motion to stay; analysis of potential response in opposition and development of strategy re same
1/10/2018	Caroline B. McLean	2.50	\$	330	\$	825.00	Evaluation of proposed joint notice to the Court of Voit's proposed settlement with Volusion; preparation of Response to Voit's inaccurate and misleading notice; communications with the clerk re same
1/11/2018	Caroline B. McLean	1.75	\$	330	\$	577.50	Analysis of court's order on Motion to Dismiss and other pending motions; assessment of strategy in light of court's dismissal of case, including potential motion for costs and/or attorneys' fees
Subtotal:		6.50	\$	330	\$	2,145.00	
TOTAL:		94.25				\$ 29,786.25	

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
Date: 1/18/2018
File #: 101145-00007

Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>Description</u>
6/12/2017	Kathryn G. Fleming	1.50	\$ 160	\$ 240.00	Drafting of Defendant's Motion for Extension of Time to Answer Complaint and Answer
6/13/2017	Kathryn G. Fleming	0.50	\$ 160	\$ 80.00	Review of federal court filings for similar cases filed by Voit Technologies, LLC and report to attorney re same
6/14/2017	Kathryn G. Fleming	1.50	\$ 160	\$ 240.00	Drafting of Notice of Appearance and financial disclosure form; review of court dockets for additional Voit Technologies, LLC filings
6/15/2017	Kathryn G. Fleming	0.25	\$ 160	\$ 40.00	Revision of Answer to include counterclaim language
6/16/2017	Kathryn G. Fleming	0.50	\$ 160	\$ 80.00	Revision of Motion for Extension of Time to Answer
6/22/2017	Kathryn G. Fleming	0.75	\$ 160	\$ 120.00	Finalize Motion for Extension of Time, Notice of Appearance and Financial Disclosures and file with EDNC
6/23/2017	Kathryn G. Fleming	0.50	\$ 160	\$ 80.00	Drafting of Motion to Dismiss and Brief in Support of Motion to Dismiss
6/29/2017	Kathryn G. Fleming	3.00	\$ 160	\$ 480.00	Preparation of spreadsheet for comparison of all current Voit Technologies, LLC complaints in terms of claims, claim charts and references to Volusion for attorney review
7/3/2017	Kathryn G. Fleming	1.25	\$ 160	\$ 200.00	Revision of Memorandum in Support for Motion for Bond and drafting of Motion for Bond
7/18/2017	Kathryn G. Fleming	1.50	\$ 160	\$ 240.00	Revision of Answer and Counterclaim and Memorandum in Support of Motion for Bond to include correct citations, caption and signature blocks; drafting of Notice of Appearance for CBM
7/19/2017	Kathryn G. Fleming	1.00	\$ 160	\$ 160.00	Preparation of table of contents of Memorandum in Support of Motion for Bond; review and revision of exhibits for memos and answer
7/20/2017	Kathryn G. Fleming	3.50	\$ 160	\$ 560.00	Review and revision of Notice of Appearance, Answer and Counterclaims, Motion to Dismiss, Motion for Bond and Memorandum in Support; preparation of exhibits for filings; filing with EDNC Clerk of Court and copies to Judge Boyle
7/21/2017	Kathryn G. Fleming	0.25	\$ 160	\$ 40.00	Finalization of correspondence letter to Judge Boyle and service of same
8/9/2017	Kathryn G. Fleming	0.25	\$ 160	\$ 40.00	Docketing Rule 26(f) meeting, report and initial disclosures deadlines as per Order for Discovery Plan filed by Court 8.9.17
8/24/2017	Kathryn G. Fleming	2.50	\$ 160	\$ 400.00	Review re for new cases filed by Voit Technologies; review status of original cases known; preparation of report for attorneys
8/29/2017	Kathryn G. Fleming	1.25	\$ 160	\$ 200.00	Revision of Motion for expedited briefing schedule and Opposition to Motion to Continue; filing of both with EDNC
8/31/2017	Kathryn G. Fleming	0.25	\$ 160	\$ 40.00	Drafting of memo re MSB research into Motion to Strike
9/7/2017	Kathryn G. Fleming	2.50	\$ 160	\$ 400.00	Preparation of draft of Memorandum in Response to Motion to Strike and Motion to Dismiss; preparation of comparison chart for additional Voit Cases re Affirmative Defenses, Motions to Strike and Motions to Dismiss; additional research re Motions to Strike

9/8/2017	Kathryn G. Fleming	1.50	\$	160	\$	240.00	Review of additional Voit cases for Motion to Strike filings; preparation of comparison chart
9/11/2017	Kathryn G. Fleming	0.50	\$	160	\$	80.00	Review of additional Voit cases for Motion to Strike and Motion to Dismiss filings
9/12/2017	Kathryn G. Fleming	1.25	\$	160	\$	200.00	Review of additional Voit Technologies cases confirming all Complaints refer to same patent
9/14/2017	Kathryn G. Fleming	0.75	\$	160	\$	120.00	Organization of case law for Reply Brief for attorney review
9/15/2017	Kathryn G. Fleming	1.25	\$	160	\$	200.00	Initial drafting of Initial Disclosures; filing of Reply and Notice of Appearance
9/18/2017	Kathryn G. Fleming	1.50	\$	160	\$	240.00	Review and organization of case law re Memorandum in Opposition to Motion to Dismiss; preparation and filing of Memorandum in Opposition to Motion to Dismiss and Memorandum in Opposition to Motion to Strike with EDNC
10/6/2017	Kathryn G. Fleming	0.25	\$	160	\$	40.00	Finalization and service of Del-Ton's Rule 26 Initial Disclosures
10/9/2017	Kathryn G. Fleming	0.50	\$	160	\$	80.00	Review of draft initial disclosure confirming deadline date calculations
11/7/2017	Kathryn G. Fleming	0.50	\$	160	\$	80.00	Organization of documents received with Plaintiff's Initial Disclosures in preparation for attorney review
11/8/2017	Kathryn G. Fleming	2.75	\$	160	\$	440.00	Preparation for motions hearing including organization of documents for attorney review
11/9/2017	Kathryn G. Fleming	4.50	\$	160	\$	720.00	Preparation of documents for attorney review for motions' hearing including finding and organizing case law; preparing exhibits and bench books
11/10/2017	Kathryn G. Fleming	5.00	\$	160	\$	800.00	Preparation for motions' hearing including creating exhibits of current Voit cases and comparison of claims, organization of documents for attorney review
11/13/2017	Kathryn G. Fleming	5.25	\$	160	\$	840.00	Preparation of documents for attorney review for motions' hearing; revision of hearing exhibits
11/14/2017	Kathryn G. Fleming	4.00	\$	160	\$	640.00	Drafting of Del-Ton's Non-Infringement Contentions and Invalidity Contentions; organization of documents for hearing on motions
11/28/2017	Kathryn G. Fleming	0.75	\$	160	\$	120.00	Draft of preliminary terms and elements for construction
Subtotal:		53.00			\$	8,480.00	
<u>Date</u>	<u>Name</u>	<u>Hours</u>		<u>Rate</u>	<u>Amount</u>	<u>Description</u>	
12/19/2017	Kathryn G. Fleming	0.50	\$	165	\$	82.50	Finalize and serve Del-Ton's Proposed Terms and Claim Elements for Construction
12/20/2017	Kathryn G. Fleming	0.25	\$	165	\$	41.25	Organization of claim elements for construction documents
1/5/2018	Kathryn G. Fleming	0.50	\$	165	\$	82.50	Drafting of Del-Ton's response to LCR 304.2 - Preliminary Claim Constructions and Extrinsic Evidence
1/10/2018	Kathryn G. Fleming	0.50	\$	165	\$	82.50	Draft shell for Response to Voit Technologies' Notice of Settlement in Principle and file with EDNC
1/11/2018	Kathryn G. Fleming	0.25	\$	165	\$	41.25	Communication with EDNC clerk re correction to filing of Response on 1.10.18
1/12/2018	Kathryn G. Fleming	0.50	\$	165	\$	82.50	Begin draft of Del-Ton's Motion for Court Costs and Attorneys' Fees
Subtotal:		2.50	\$	165	\$	412.50	
TOTAL:		55.50			\$	8,892.50	

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
Date: 1/18/2018
File #: 101145-00007

Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>Description</u>
6/30/2017	Audra P. Wooten	0.50	\$ 125	\$ 62.50	Request of file history re U.S. Patent No. 6,226,412
7/5/2017	Audra P. Wooten	0.25	\$ 125	\$ 31.25	Receipt and review of Application File History
TOTAL:		0.75	\$ 125	\$ 93.75	

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
Date: 1/18/2018
File #: 101145-00007

Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>Description</u>
9/14/2017	Caroline O. Outten	2.75	\$ 200	\$ 550.00	Preparation of Memorandum in Opposition to Plaintiff's Motion to Strike
TOTAL:		2.75	\$ 200	\$ 550.00	

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
Date: 1/18/2018
File #: 101145-00007

Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>Description</u>
6/9/2017	Lee C. Hodge	0.50	\$ 380	\$ 190.00	Receipt and initial analysis of Complaint in Voit Technologies, LLC patent infringement lawsuit; initial development of strategy to respond to same
6/12/2017	Lee C. Hodge	0.25	\$ 380	\$ 95.00	Further development of strategy to respond to patent infringement claim
6/14/2017	Lee C. Hodge	0.25	\$ 380	\$ 95.00	Receipt and initial analysis of Volusion's response to notice of potential indemnification claim
11/1/2017	Lee C. Hodge	0.25	\$ 380	\$ 95.00	Further development of strategy for upcoming hearing
11/30/2017	Lee C. Hodge	0.25	\$ 380	\$ 95.00	Further development of litigation strategy
Subtotal:		1.50	\$ 380	\$ 570.00	

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>Description</u>
1/12/2018	Lee C. Hodge	0.25	\$ 390	\$ 97.50	Further development of strategy re recovery of attorney fees
Subtotal:		0.25	\$ 390	\$97.50	
TOTAL:		1.75		667.50	

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
Date: 1/18/2018
File #: 101145-00007

Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>Description</u>
1/14/2018	Mary V. Cavanagh	1.25	\$ 325	\$ 406.25	Review and analysis of pleadings and order on motion to dismiss to prepare motion for fees
1/15/2018	Mary V. Cavanagh	7.00	\$ 325	\$ 2,275.00	Legal research re standard for recovery of attorney fees under 35 U.S.C. 285 and reasonableness of fee award under Fourth Circuit law; review and analysis of federal court pleadings in similar patent infringement cases filed by Plaintiff
1/16/2018	Mary V. Cavanagh	4.00	\$ 325	\$ 1,300.00	Legal research re exceptionality standard under 35 USC 285; preparation of Motion for Attorneys' Fees and Memorandum of Law in Support of Motion
1/17/2018	Mary V. Cavanagh	7.50	\$ 325	\$ 2,437.50	Review and analysis of cases interpreting 35 U.S.C. 285 and standard for award of attorneys' fees under Fourth Circuit law; further preparation of Memorandum of Law in Support of Motion for Attorneys' Fees
TOTAL:		19.75		\$ 6,418.75	

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
Date: 1/18/2018
File #: 101145-00007

Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>Description</u>
6/29/2017	Robert M. Meeks	1.75	\$ 380	\$ 665.00	Conference with JAS re potential Section 101 arguments re Patent No. 6,226,412 ('412 patent); analysis of patent
7/5/2017	Robert M. Meeks	1.50	\$ 380	\$ 570.00	Analysis of file history of '412 patent
7/6/2017	Robert M. Meeks	1.00	\$ 380	\$ 380.00	Further analysis of file history of '412 patent; conference with JABS re same
7/19/2017	Robert M. Meeks	0.75	\$ 380	\$ 285.00	Analysis of draft brief for bond request; provision of suggestions to J. Schouten re subject matter eligibility issues
9/5/2017	Robert M. Meeks	2.50	\$ 380	\$ 950.00	Analysis of Voit's Memorandum in Opposition to Motion to Dismiss; further analysis of Voit Memorandum for issues relating to compression technology, relational databases and batch communications
9/14/2017	Robert M. Meeks	2.50	\$ 380	\$ 950.00	Analysis of draft Reply to Voit's Memorandum in Opposition to Motion to Dismiss; conference with associate counsel re same
9/6/2017	Robert M. Meeks	3.00	\$ 380	\$ 1,140.00	Further analysis of Voit's Memorandum in Opposition to Motion to Dismiss; internal correspondence with associate counsel re same
11/10/2017	Robert M. Meeks	2.50	\$ 380	\$ 950.00	Analysis of '412 patent specification and file history to identify search criteria for preparation of invalidity ; search for prior art relating to image compression and relational databases
11/15/2017	Robert M. Meeks	1.00	\$ 380	\$ 380.00	Analysis of prior art to support invalidity contentions
11/19/2017	Robert M. Meeks	4.00	\$ 380	\$ 1,520.00	Analysis of prior art; preparation of invalidity contentions
12/15/2017	Robert M. Meeks	1.00	\$ 380	\$ 380.00	Analysis of Voit's claim construction contentions in Drucker Labs case to identify potential claims to identify for claim construction
TOTAL:		21.50		\$ 8,170.00	

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
Date: 1/18/2018
File #: 101145-00007

Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>Description</u>
6/12/2017	Sue A. Towe	0.75	\$ 160	\$ 120.00	Initial file docketing
TOTAL:		0.75		\$ 120.00	

Client: Del-Ton, Inc.
Matter: Voit Technologies, LLC
Date: 1/18/2018
File #: 101145-00007

Services

<u>Date</u>	<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>	<u>Description</u>
8/29/2017	Wes J. Camden	0.25	\$ 350	\$ 87.50	Conference with associate counsel re strategy for responding to opposing counsel's request for extension of deadlines in light of their misrepresentations to the court
TOTAL:		0.25		\$ 87.50	

EXHIBIT 4

From: [David Tamaroff](#)
To: [Joseph A. Schouten - 9117](#)
Cc: [frank.leak@thirtysixthirtylaw.com](#); [Caroline B. McLean](#)
Subject: RE: VOIT v DEL-TON, 5:17-cv-00259 (EDNC) - CONFIDENTIAL SETTLEMENT COMMUNICATION
Date: Friday, July 14, 2017 2:26:49 PM
Attachments: [image40ab42.PNG](#)
[image4135cc.PNG](#)
[image2cd633.PNG](#)

Joseph,

To quote General McAuliffe, NUTS!

David F. Tamaroff, Esq.

LIPSCOMB & PARTNERS, PLLC

25 SE 2nd Ave., 8th Floor

Miami, Florida 33131

Telephone: 786.431.2228 (Main)

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From: Joseph A. Schouten - 9117 [JAS@wardandsmith.com]

Sent: Wednesday, July 12, 2017 5:11 PM

To: David Tamaroff

Cc: [frank.leak@thirtysixthirtylaw.com](#); [Caroline B. McLean](#)

Subject: RE: VOIT v DEL-TON, 5:17-cv-00259 (EDNC) - CONFIDENTIAL SETTLEMENT COMMUNICATION

David,

Thank you for your email. I have shared Voit's offer with Del-Ton and it has rejected the offer. Del-Ton makes the following counter-offer:

- a. Del-Ton pays no money to Voit;
- b. Del-Ton gets a full release/covenant-not-to-sue/license with respect to Voit's patents;
- c. Del-Ton agrees to keep the terms of the settlement confidential; and
- d. Del-Ton agrees to release Voit from any claims Del-Ton has for attorneys' fees and/or damages under the patent statutes and/or N.C. Gen. Stat. Sec. 75-140 *et. seq.* (North Carolina Abusive Patent Assertions Act – "NCAPA").

Del-Ton believes that there are several factors Voit should consider in accepting this reasonable offer:

First, Del-Ton already has prepared a counterclaim based on Voit's violation of the NCAPA. Del-Ton also has prepared a Motion for Bond under Section 144 of the NCAPA. This provision states that the Court "shall require" a bond "in an amount equal to a good-faith estimate of the target's fees and costs to litigate the claim and amounts reasonably likely to be recovered under G.S. 75-145" if the target establishes "a reasonable likelihood that a person has made a bad-faith assertion of infringement." Section 145 of the NCAPA provides for recovery of compensatory damages, attorneys' fees, as well as "exemplary damages."

Based on the provisions above, Voit will be required to post a bond well into the six figures as long as Del-Ton can show that there is "a reasonable likelihood" that Voit has made a bad-faith assertion of infringement. As discussed below, we believe that Del-Ton can easily meet that standard.

Second, in addition to having prepared a Motion for Bond, Del-Ton also has prepared a Motion to Dismiss based on Section 101 of the patent statutes. Specifically, the motion demonstrates that the asserted claims fail both prongs of the *Alice* test – they are directed to an abstract idea; and there is no inventive concept. This much is clear from the face of the patent.

In addition, we have reviewed the file history for the '412 Patent and it contains additional confirmation that the asserted claims fail the *Alice* test. For example, a supervising examiner was so concerned with the claims of the '412 Patent that he went to the trouble of putting a memo in the file highlighting his concerns (as you know, this is a very unusual step). Among other things, the supervising examiner was concerned that the '412 Patent was "one of those 'method for doing business on the internet'" patents. He further stated that "the inventions as claimed does not seem patentable." Unfortunately, the supervising examiner did not, at the time, have a tool to prevent issuance. However, the Supreme Court addressed the supervisor's concerns in its *Alice* opinion 14

years later. Courts have recognized that *Alice* has resulted in the invalidation of perhaps 100s of thousands of patents. It certainly should result in the invalidation of the '412 Patent – when the supervisor was so concerned that the patent was directed to an abstract concept and contained no inventive concept, that he felt compelled to put a memo in the file history.

Third, in addition to supporting a motion to dismiss Voit's claim, the file history and plain language of the patent also support Del-Ton's NCAPA claim and request for bond. For example, factors relevant to an NCAPA claim include whether the claim or assertion of infringement is meritless and deceptive. See N.C. Gen. Stat. Sec. 75-143(a)(6),(7). The invalidity of the '412 Patent as established by its plain language demonstrates both that the claim is meritless and deceptive. Voit's knowledge of the supervisor's comments and remaining contents of the file history of the '412 Patent further establish the deceptive and meritless nature of the claim.

Fourth, the claim of infringement also is meritless and deceptive because Del-Ton does not perform all of the steps of the claimed method, nor are all steps attributable to Del-Ton under the relevant case law. It appears from its pleading and admissions in other matters that Voit acknowledges that Del-Ton, itself, does not perform any of the steps of the method recited at part (d) of claim 1. In other words, it appears that Voit agrees that Del-Ton does not perform any of the steps of the claimed method which take place at the "central computer."

Voit tries to plead around this issue by reciting the follow legal buzz words: "DEL-TON conditions payment to [Volusion] upon [Volusion's] performance of such steps and receives direct benefit from the entity's performance." (D.E. 1 at Para. 15). However, this allegation is false. As an initial matter, it appears that Voit has acknowledged in another lawsuit that "Volusion owns the central computer" and that Volusion "controls what its software can do." See *Voit Tech. v. Druker Labs, L.P.*, Case No. 4:16-CV-695 (E.D. Tex.).

Moreover, Volusion's Terms of Service, of which Voit is well aware, make clear that Del-Ton has no control over how Volusion provides its services or what services are provided. It is clear from the Terms of Service that it is *Volusion who conditions* Del-Ton's access to its software and services on Del-Ton's payment and performance in accord with the Terms of Service. Del-Ton had no power to negotiate any of the Terms of Service or price.

Fifth, while we believe that Voit's Complaint is meritless as a matter of law on its face and subject to dismissal, the standard for showing the meritless nature of Voit's Complaint is much lower to succeed on a Motion for Bond under the NCAPA. **If Del-Ton shows a "reasonable likelihood" that this is a bad faith assertion of infringement Voit likely will be required to post a six figure bond at the outset of the case.** In addition, the Court will not be limited to the pleadings alone when determining that Voit's Complaint is meritless and deceptive.

Sixth, other factors relevant to an NCAPA inquiry support both Voit's liability and the requirement of a bond at the outset of the case. For example, Voit's pattern and practice of filing identical meritless infringement claims against a broad swath of defendants around the country without differentiating between the defendants supports liability under the NCAPA and imposition of an early bond. See N.C. Gen. Stat. Sec. 75-143(a)(9). The fact that Voit filed suit and served Del-Ton without reaching out first to resolve the matter also supports NCAPA liability and bond. See N.C. Gen. Stat. Sec. 75-143(a)(4).

Finally, under N.C. Gen. Stat. 143(a)(12), the court can consider "any other factor the court finds relevant" in evaluating a bad faith patent assertion. Here, the fact that Voit sat on its meritless claims of infringement for 5 years is telling. It is obvious that Voit was not concerned with the technology at issue or protecting a competitive advantage achieved through innovation. Rather, Voit was concerned with maximizing potential damages and leveraging those higher numbers into quick settlements. In addition, Voit never gave Del-Ton the opportunity to consider Voit's claims of infringement back when Del-Ton began using Volusion in 2012. Although any claim of infringement in 2012 would have been equally meritless, Del-Ton could have opted to use a different platform from the outset. Del-Ton was deprived of the opportunity to even consider that option.

Seventh, Del-Ton already has invested the money in having the aforementioned pleadings and motions researched and prepared. Thus, there is little additional cost to Del-Ton in filing these materials. Although it will cost both parties additional fees to litigate these matters to conclusion, Del-Ton has a strong belief that its fees will eventually be paid by Voit under the NCAPA and/or patent statutes. In addition, Del-Ton believes that Voit's payment of those fees will be secured in the form of a bond entered pursuant to the NCAPA early in the case.

Finally, in light of the above, Del-Ton feels strongly that it is entitled to recover its attorneys' fees spent to date on this matter. However, in the spirit of compromise, Del-Ton is willing to forego those fees if this matter can be resolved promptly on the terms outlined above.

Please let me know if you have any questions or would like to discuss this in further detail. Given our filing deadline, we would appreciate Voit's response to our proposal by the end of the day on Friday.

Thanks very much.

Joe



Joseph A. Schouten
Attorney

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From: David Tamaroff [<mailto:DT@lipscombparkers.com>]

Sent: Monday, July 10, 2017 12:29 PM

To: Joseph A. Schouten - 9117

Cc: frank.leak@thirtysixthirtylaw.com

Subject: VOIT v DEL-TON, 5:17-cv-00259 (EDNC) - CONFIDENTIAL SETTLEMENT COMMUNICATION

Joseph,

I apologize for the delay in getting you Plaintiff's settlement offer. At this time, my client is willing to settle this matter for \$20,000. According to my client's information, DEL-TON has been making approximately \$1.8mm in annual revenue resulting from its infringing conduct. As such, this offer is being made in good-faith at a substantial discount to what my client believes would be awarded as a reasonable royalty. This offer is open through COB on July 17, 2017. I look forward to hearing from you soon.

David F. Tamaroff, Esq.

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EXHIBIT 5

From: [David Tamaroff](#)
To: [Joseph A. Schouten - 9117](#)
Cc: frank.leak@thirtysixthirtylaw.com
Subject: VOIT v Del-Ton - Confidential Settlement Communication
Date: Monday, December 11, 2017 11:58:08 AM

Joe,

Please speak to your client and let me know if they would be amenable to resolving this matter through a confidential walk-away agreement. I look forward to hearing from you soon.

Best,

David F. Tamaroff, Esq.

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